

Mar. 7. 2002

CONLEY, CLEARY, & DORMAN

No. 6391

**P0200025884**

Katherine Harris, Secretary of State

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**FLORIDA PROFIT CORPORATION OR P.A.  
GULFSIDE RESTAURANTS, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

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Articles of Incorporation  
of  
**GULFSIDE RESTAURANTS, INC.**

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned has placed her signature and seal upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is: GULFSIDE RESTAURANTS, INC.

**ARTICLE II - DURATION**

This corporation will have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the following purposes:

- a. To import wines and specialty foods for wholesale, retail and restaurant sales;
- b. To design, market and develop theme and concept restaurants, cafes and delicatessens;
- c. To own and operate restaurants, cafes and delicatessens;
- d. To provide consulting services within the food service industry;
- e. To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part hereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or in part of the goodwill,

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business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

- f. To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;
- g. To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporations, associations, firms and individuals;
- h. To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;
- i. To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;
- j. To make Bylaws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the charter of the corporation; to have one or more offices; to carry on all or any of its operations and business and without restriction or limit as to amount; to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description; and for the purposes of attaining or furthering any of its objects or purposes, the corporation will have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and
- k. To transact any or all lawful business.

The several clauses contained in this statement of purposes will be construed as both purposes and powers, and their statements contained in each clause will, except where otherwise expressly stated, be in no way limited or restricted by reference to or interference from the terms of any other

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clause but will be regarded as independent purposes and powers, rights or privileges given by law to corporations.

#### ARTICLE IV - SHARE STRUCTURE

##### 4.01 Stock:

This corporation is authorized to issue 1,000 shares of common stock with no par value.

##### 4.02 Share Transfer Restrictions

No present or future shareholder, nor any executor, administrator, or personal representative of any shareholder's estate, shall transfer or dispose of any shares of the corporation now owned or hereafter acquired, except as follows:

- A. Any shareholder who desires to sell any or all of his or her shares shall first offer in writing the shares to the corporation at the same price and on the same terms as they would be offered to a third person pursuant to a bona fide written offer to purchase that is acceptable to the shareholder. The corporation shall have the option for thirty (30) days after receipt of the written offer to accept the offer.
- B. If the corporation fails to accept the offer within that time period, the corporation's option shall terminate, and the offer shall then be deemed to be made to the shareholders then holding an interest in the corporation. Those shareholders shall have the option to purchase all or part of those shares for thirty (30) days after termination of the corporation's option at the same price and on the same terms as offered to the corporation.
- C. If more than one shareholder holds interest in the corporation, the shareholders may exercise the option in any proportions between themselves as they may agree. In the event the shareholders do not agree, then each of them who wishes to purchase shares shall have the right to purchase a portion of the shares corresponding to a fraction of which the numerator is the number of shares then owned by the shareholder and the denominator is the total number shares owned by those shareholders wishing to purchase shares. None of those shareholders shall have the right to purchase any of the shares offered for sale under this thirty (30) day option unless all of the shares offered for sale are purchased, pursuant to the option, by one or more of those shareholders.
- D. If the option is not exercised within the thirty (30) day period, then the selling shareholder shall have the right, for a period ending on the sixtieth (60<sup>th</sup>) day to sell the shares to any purchaser in the same quantity, at the same price and on the same terms as were offered to the corporation and the shareholders holding an interest in the

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corporation. Upon the expiration of the sixty (60) day period, all of the restrictions of the imposed by this section of the By-laws shall apply to all of the shares then owned by the shareholder.

- E. To accept an offer, the offeree must give written notice of acceptance to the offeror in person or by depositing the notice in the United States Mail, first class postage prepaid, addressed to the offeror at the address given in the offer.

These Share Transfer Restrictions do not prohibit or restrict the transfer of shares from a Shareholder to his/her spouse or lineal descendants, whether by gift, bequest, devise or otherwise.

#### 4.03 Legend

Each share certificate will contain a legend on its face in substantially the following form:

THE SHARES REPRESENTED BY THIS CERTIFICATE AND ANY TRANSFER THEREOF ARE SUBJECT TO TRANSFER RESTRICTIONS WHICH PROHIBIT THEIR TRANSFER TO ANYONE OTHER THAN THE SHAREHOLDER'S SPOUSE OR LINEAL DESCENDANTS UNLESS THEY ARE FIRST OFFERED TO THE CORPORATION AND, IF NOT REPURCHASED BY THE CORPORATION, THEN TO THE REMAINING SHAREHOLDERS. THE TERMS AND PROVISIONS OF THIS AGREEMENT ARE CONTAINED IN THE BYLAWS OF THE CORPORATION AND ARE AVAILABLE FOR INSPECTION BY THE HOLDER OF THIS CERTIFICATE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

#### ARTICLE V - EMPLOYEES' STOCK PURCHASE PLAN

5.01 The corporation may, on terms and conditions authorized in this Article, provide and carry out an employee share purchase plan or plans. The plan or plans may provide for the issue and sale of, or for the granting or options for the purchase of its unissued shares to employees of the corporation. The plan or plans may fix the consideration for the sale of the shares. Before becoming effective, any employee share purchase plan must be approved or authorized by the corporation's board of directors, but shareholder approval shall not be necessary or required.

5.02 Each plan may include, among other things, provision determining or providing for the determination by the board of directors or any committee designated by the board of directors, of:

- A. Eligibility of employees, including officers and directors, to participate therein;

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- B. The number and class of shares that may be subscribed for or for which options may be granted under the plan;
- C. The time and method of payment;
- D. The price or prices at which shares will be issued or sold;
- E. The effect of the death of an employee participating in the plan or termination of his/her employment, including whether there shall be any option or obligation on the part of the corporation to repurchase the shares;
- F. Restrictions, if any, on the transfer of the shares and the time limits and termination of the plan;
- G. Termination, continuation or adjustment of the rights of participating employees on the happening of specified contingencies, including an increase or decrease in the number of issued shares of the class covered by the plan without receipt of consideration by the corporation and including any exchange of shares of that class for stock or securities of another corporation pursuant to a reorganization or merger, consolidation or dissolution of the corporation;
- H. Amendment, termination, interpretation and administration of the plan by the board of directors or any committee designated by the board of directors; or
- I. Any other matters, not prohibited by law, as may be included in the plan as approved or authorized by the board of the directors or any designated committee.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the corporation is: 1508 86<sup>th</sup> Court NW, Bradenton, FL 34209; and name and address of the initial registered office and agent of this corporation is: LORI M. DORMAN, Conley & Dorman, Chtd., 2401 Manatee Avenue W, Bradenton, Florida 34205.

#### ARTICLE VII - BOARD OF DIRECTORS & OFFICERS

This corporation will have (1) director initially. The number of directors may be increased from time to time by the Bylaws but will never be less than one (1).

The officers of this corporation will be a president, who will be a director of the corporation, and such other officers and agents as may be necessary. All officers and agents as may be necessary

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will be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the Bylaws of the corporation or determined by the board of directors.

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Marion C. Gardner  
1508 86<sup>th</sup> Court NW  
Bradenton, FL 34209

#### ARTICLE IX - AMENDMENT

Except as otherwise set forth herein, this corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE X - INDEMNIFICATION

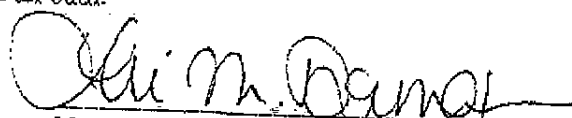
The corporation will indemnify any officer or director, or any former officer or director, to the full extent permitted by laws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this \_\_\_\_ day of March, 2002.

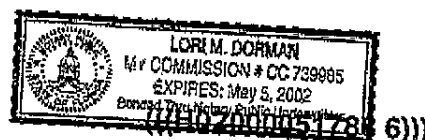
  
MARION C. GARDNER

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of March, 2002, by MARION C. GARDNER who is personally known to me or who has produced her Florida drivers license as identification and who did/did not take an oath.

  
Notary Public

My Commission Expires



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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
AND NAMING AGENT FOR SERVICE OF PROCESS  
WITHIN THIS STATE

In accord with the Laws of the State of Florida and Section 48.091, Fla. Stat. Ann., the following is submitted:

GULFSIDE RESTAURANTS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation located in Bradenton, County of Manatee, State of Florida, has named LORI M. DORMAN, ESQ., of Conley & Dorman, Chtd., 2401 Manatee Avenue W, Bradenton, County of Manatee, Florida 34205, as its agent to accept service of process within said State.

ACKNOWLEDGMENT  
(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
LORI M. DORMAN  
Conley & Dorman, Chtd.

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