

# CAPITAL CONNECTION, INC.

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**POZZEED 79713**  
Pay's Bar & Grill Inc

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

RECEIVED  
02 JUL 23 AM 11:04  
DIVISION OF CORPORATION

FILED  
02 JUL 23 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF INCORPORATION OF**  
**RAY BAR & GRILL INC.**

The undersigned incorporators associate themselves with the intention of forming a professional corporation pursuant to Chapters 607 and 621 of the Florida Statutes and adopt the following articles of incorporation for the corporation:

**ARTICLE ONE**

**NAME**

The name of the corporation is Ray's Bar & Grill Inc.

**ARTICLE TWO**

**PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 15520 SW 80th St., # 208, City of Miami, State of Florida. The name of the initial registered agent of the corporation, is Richard M. Gregg, located at 600 Sierra Circle, Coral Gables, FL 33156.

**ARTICLE THREE**

**DURATION**

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE FOUR**

**PURPOSE**

The purpose of this corporation is to be the general partner of a limited partnership which shall own and operate a Sports Bar and Restaurant, but it may engage in any lawful business.

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## ARTICLE FIVE

### CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock, and shall have no par value.

## ARTICLE SIX

### TAX ELECTION

This corporation shall be designated and elects a Subchapter S corporation for federal and state tax purposes.

## ARTICLE SEVEN

### CAPITALIZATION

The amount of capital with which the corporation will begin to perform its business is not less than \$1,000.

## ARTICLE EIGHT

### CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

## ARTICLE NINE

### RESTRICTION ON TRANSFER OF SHARES

All shares issued by this corporation shall be considered restricted and not freely transferable or alienable. Any party that wishes to sell, transfer and/or assign their shares must first offer them back to the corporation and all existing shareholders, whom shall have ninety (90) days to accept or reject said shares. The price of said shares shall be determined by an independent expert, and if more than one party wished to buy said shares, they shall be apportioned equally. All shares, when issued, shall have the notation conspicuously on them that states that the shares are restricted.

## ARTICLE TEN

### DERIVATIVE RIGHTS

The corporation, when it issues new and previously unissued shares, must first give to all existing shareholders the right to purchase an amount of shares, at the issuance price, equal to the amount that will keep their ownership percentage the same in the corporation. These derivative rights attach to the shares.

## ARTICLE ELEVEN

### INCORPORATORS

The name, street addresses and initial percentage ownership of the outstanding shares to be issued of each person signing these articles of incorporation as an incorporator is:

Raymond Bowman	50% Ownership
Colville Bowman	50% Ownership

## ARTICLE TWELVE

### MANAGEMENT

The corporation shall be managed by its officers and shall not have a board of directors.

## ARTICLE THIRTEEN

### BYLAWS

The initial management shall submit the proposed bylaws to the shareholders at the initial shareholders meeting to be held not more than 60 days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws, the internal affairs of the corporation shall be regulated and managed in accordance with the bylaws.

## ARTICLE FOURTEEN

### DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. It shall dissolve upon the dissolution of the limited partnership that the corporation is the general partner. Upon dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata.

THE UNDERSIGNED INCORPORATOR of this corporation have executed these articles of incorporation at Miami Dade County, on July 17, 2002, 2002.

  
INCORPORATOR

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
REGISTERED AGENT

7/17/02  
DATE

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