

**PA0000 28/25**

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**FLORIDA PROFIT CORPORATION OR P.A.**

**BNC RESTAURANTS II, INC.**

02 AUG 14 PM 4:35  
SECRETARY OF STATE  
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Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
BNC RESTAURANTS II, INC.**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I  
NAME**

The name of this Corporation shall be **BNC RESTAURANTS II, INC.**, and its principal place of business shall be located at 562 Summerwood Dr., Clermont, Florida 34711.

**ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the date of <sup>filing</sup> signing these articles of incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III  
GENERAL PURPOSE: GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV  
CAPITAL STOCK**

1. **Number and Class of Shares Authorized; Par Value.** This Corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.
2. **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. **No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

#### **ARTICLE V** **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 562 Summerwood Dr., Clermont, Florida 34711, and the initial registered agent of this Corporation at that address shall be **BAILEY NEVIN CARDWELL**. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

#### **ARTICLE VI** **INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The names and street addresses of the initial directors of this Corporation are:

J. Thomas Cardwell  
255 South Orange Avenue, Suite 1700  
Orlando, Florida 32801

Bailey Nevin Cardwell  
562 Summerwood Dr.  
Clermont, Florida 34711

**ARTICLE VII**  
**INCORPORATOR**

The name and street address of the person signing these articles as incorporator is:

Bailey Nevin Cardwell  
562 Summerwood Dr.  
Clermont, Florida 34711

**ARTICLE VIII**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

**ARTICLE X**  
**AMENDMENT**

The Shareholders reserve the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

**ARTICLE XI**  
**HEADINGS AND CAPTIONS**

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their name and seal this 28 day of July, 2002.

AUG-14-2002 12:12 FROM-

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(Seal)  
**BAILEY NEVIN CARDWELL**

OR523411:1

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

**BNC RESTAURANTS II, INC.** (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 562 Summerwood Dr., Clermont, Florida 34711 has named and designated: **BAILEY NEVIN CARDWELL**, with its registered office located at: 562 Summerwood Dr., Clermont, Florida 34711 as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for **BNC RESTAURANTS II, INC.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 28 day of July, 2002.

  
**BAILEY NEVIN CARDWELL**  
Registered Agent