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OFFICES IN:

TAMPA
UN CITY CENTER
AND O'LAKE

PO200012813

October 1, 2002

EFFECTIVE DATE
Oct 1, 02

FEDERAL EXPRESS #8316 4166 6166

Registration Section
Division of Corporations
Neil Kirkman Building
409 E. Gaines Street
Tallahassee, Florida 32399

800008155818--3
-10/02/02--01047--004
*****70.00 *****70.00

Re: **Kazbor's Marketing Cooperative, Inc.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation and our check in the amount of \$70.00 to cover the cost of the following:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
	\$ 70.00

Please note that the effective date for the Articles of Incorporation is October 1, 2002.
Please file the Articles of Incorporation, date stamp the enclosed copy and return it to our office.
Thank you for your assistance.

Very truly yours,


Christopher H. Norman

em
Enclosures
Check: \$70.00
cc: Kazbor's Marketing Cooperative, Inc. (w/encls.)

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02 OCT 21 AM 11:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2002-08-23
10/01/02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 7, 2002

CHRISTOPHER H. NORMAN
315 S. HYDE PARK AVENUE
TAMPA, FL 33606

SUBJECT: KAZBOR'S MARKETING COOPERATIVE, INC.
Ref. Number: W02000028923

We have received your document for KAZBOR'S MARKETING COOPERATIVE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

No person doing business in this state shall be entitled to use the word "cooperative" as part of its corporate or other business name unless it has complied with the provisions of Chapter 617, 618, or 619, Florida Statutes.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6965.

Shannon Elliott
Document Specialist
New Filing Section

Letter Number: 402A00056116

**ARTICLES OF INCORPORATION
OF
KAZBOR'S MARKETING, INC.**

The undersigned, acting as the incorporator(s), adopts these Articles of Incorporation and forms a not for profit corporation (the "**Corporation**") under the Florida Not for Profit Corporation Act (the "**Act**"), as follows:

**I.
Name**

The name of the Corporation is **Kazbor's Marketing, Inc.**

**II.
Term of Existence**

The Corporation's existence shall commence on October 1, 2002. The Corporation shall have perpetual existence thereafter.

**III.
Purposes**

The purposes for which the Corporation is formed are to: (a) establish, maintain, administer and operate the promotional and marketing cooperative fund of KAZBOR'S GRILLE & BAR® Restaurants within the geographic area assigned by Kazbor's Grille, LLC or its successor (the "**Franchisor**") (the "**Fund**"); (b) utilize contributions made to the Fund (the "**Contributions**") for its members; and (c) accomplish all purposes associated with furthering the objectives of the Corporation and enhancing and collecting contributions.

**IV.
Membership**

There are only 2 classes of members of the Corporation, voting members and non-voting members.

(a) **Voting Members:** The voting members will consist of all of the owners of franchised KAZBOR'S GRILLE & BAR® Restaurants located in the cooperative area (the "**Cooperative Area**"), as the Cooperative Area may be modified from time to time in accordance with the Bylaws, who have entered into franchise agreements with the Franchisor and continue to be a party to them. A member will hold one membership for every KAZBOR'S GRILLE & BAR® Restaurant in good standing within the Cooperative Area and will have the voting rights, as well as the obligation for assessments and contributions, for each associated membership. Otherwise, the qualifications, rights and activities of voting members will be as provided in the Bylaws.

(b) **Non-Voting Members:** The Franchisor will always constitute a member of the Corporation, but will not have voting rights by virtue of this status. However, to the

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extent the Franchisor owns KAZBOR'S GRILLE & BAR® Restaurants within the Cooperative Area, it will constitute a voting member to the same extent as any other members that are franchisees. Thus, if the Franchisor owns 2 KAZBOR'S GRILLE & BAR® Restaurants within the Cooperative Area, then it will have 2 voting memberships, in addition to its non-voting membership. As a non-voting member, the Franchisor will not be required to make any Contributions to the Corporation. This section can only be changed with the written consent of the Franchisor.

V.

Limitation on Activities

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), except: (a) that the member at the time of dissolution or final liquidation will be entitled to share in the distribution of any of the remaining corporate assets; and (b) to the extent that the member (or its affiliates) own or operated restaurants as part of KAZBOR'S GRILLE & BAR® franchise system. Nothing in these Articles restricts the Corporation from reimbursing the member for funds furnished or loaned or for services performed.

VI.

Dissolution

Upon dissolution of this Corporation, or the final liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed only in accordance with the rules governing the Fund; provided, however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

VII.

Principal Office

The principal office and mailing address of the Corporation is 1326 East Lumsden Road, Brandon, Florida 33511.

VIII.

Directors

The Corporation will have three (3) directors initially. Each voting member will also be a director, or if the member is not an individual, then such member's principal owner, president or chief executive officer will be a director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

Name**Address**

Talal A. Kazbour

1326 East Lumsden Road
Brandon, FL 33511

Tarek A. Kazbour

1326 East Lumsden Road
Brandon, FL 33511

Ziad A. Kazbour

1326 East Lumsden Road
Brandon, FL 33511**IX.****Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o 315 South Hyde Park Avenue, Tampa, FL 33606 and the name of its initial registered agent at such address is Christopher H. Norman, Esq.

X.**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

Name**Address**

Christopher H. Norman

315 South Hyde Park Avenue
Tampa, FL 33606**XI.****Bylaws**

The power to adopt, alter, amend or repeal Bylaws will be vested in the Corporation's Board of Directors. However, the Bylaws and any amendments, modifications or restatement of them will not be valid unless previously approved by the Franchisor.

XII.**Indemnification**


The Corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent permitted by law.

XIII.**Amendment**

These Articles of Incorporation may be amended in the manner provided by law, except that no amendment may be made to these Articles of Incorporation: (a) that will eliminate the right of the Franchisor to be a non-voting member; (b) require the Franchisor to pay

contributions by virtue of such non-voting membership; (c) limit the Franchisor's rights otherwise than in accordance with Article IV; or (d) without the Franchisor's written consent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on October 1, 2002.



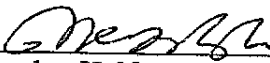
Christopher H. Norman, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
KAZBOR'S MARKETING, INC.**

Pursuant to Florida Statute Section 617.051, **KAZBOR'S MARKETING, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates Christopher H. Norman, 315 South Hyde Park Avenue, Tampa, Florida 33606, as its agent to accept service of process within Florida.

Having been named to accept service of process for **KAZBOR'S MARKETING, INC.**, at the place designated hereinunder, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

Having been named to accept service of process for the above-stated Corporation, at the 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.



Christopher H. Norman

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