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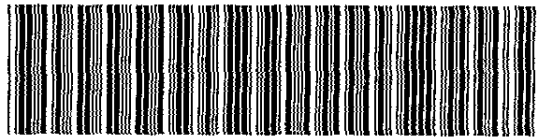
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TALLAHASSEE, FLORIDA

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**GARY A. BENSON**  
ATTORNEY AND COUNSELOR AT LAW

Suite 101  
2955 Hartley Road  
Jacksonville, Florida 32257

TELEPHONE  
904/268-3780  
FAX  
904/268-2595

July 16, 2003

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: Dyal's Smokehouse, Inc.  
a Florida Corporation

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is my check in the amount of \$78.75 to cover your fees for filing, registered agent designation, and certified copy. Please return the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your assistance.

Sincerely,



GARY A. BENSON

GAB:np

Enclosure

ARTICLES OF INCORPORATION

OF

**DYAL'S SMOKEHOUSE, INC.**

I, the undersigned subscriber to these Articles of Incorporation, a natural person, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**Name and Principal Office**

The name of this Corporation, principal office and mailing address shall be:

**DYAL'S SMOKEHOUSE, INC.**

**Dyal Road  
Rt. 15, Box 1210  
Lake City, Florida 32024**

**ARTICLE II**

**Term of Existence**

This corporation is to exist perpetually.

**ARTICLE III**

**Nature of Business**

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz:

1. To engage in food catering to the public.
2. To engage in any lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer,

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or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and of the United States.

3. To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other States and countries.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or any other evidence of indebtedness created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

#### **ARTICLE IV**

##### **Stock Clause**

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 1000 shares of common stock, each with a par value of \$.10.

#### **ARTICLE V**

##### **Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is

offered to others.

## **ARTICLE VI**

### **Initial Board of Directors**

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of each of the initial Directors of this Corporation are:

**Raymond O. Dyal  
Dyal Road  
Rt. 15, Box 1210  
Lake City, Florida 32024**

**John D. Newman  
1185 Wards Place  
Jacksonville, Florida 32259**

**Donald E. Little  
Rt. 9, Box 788-1  
Lake City, Florida 32024**

## **ARTICLE VII**

### **Incorporator**

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

**John D. Newman  
1185 Wards Place  
Jacksonville, Florida 32259**

## **ARTICLE VIII**

### **Initial Registered Office and Registered Agent**

The address of the initial registered office of this Corporation is **2955 Hartley Road, Suite 101, Jacksonville, Florida 32257**. The name of the initial registered agent of this Corporation of

that address is **GARY A. BENSON**.

## **ARTICLE IX**

### **Amendments**

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

## **ARTICLE X**

### **Effective Date**

These Articles of Incorporation shall be effective on the date of filing.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truths of the facts stated, this 16 day of July, 2003.

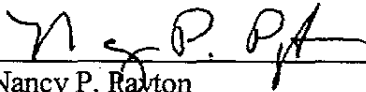
  
**JOHN D. NEWMAN**

**STATE OF FLORIDA  
COUNTY OF DUVAL**

**BEFORE ME**, the undersigned authority, personally appeared **JOHN D. NEWMAN**, who is personally known by me or who produced a Florida Driver License, and who did take an oath, and known to be the person described in and who executed the foregoing articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

**WITNESS** my hand and official seal at Jacksonville, County and State aforesaid, this

16th day of July, 2003.



Nancy P. Payton  
NOTARY PUBLIC  
State of Florida at Large

My commission expires



Nancy P. Payton  
MY COMMISSION # DD133171 EXPIRES  
July 11, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Said Registered Agent named in Article VIII hereof, has executed the following  
acknowledgment accepting said office and agreeing to comply with the provision of Chapter  
48.091, Florida Statutes:

I, **GARY A. BENSON**, having been named to accept service of process for the above-stated  
Corporation, at the place designated in Article VII hereof, hereby accept to act in this capacity and  
agree to comply with the provision of said Act relative to keeping open said office.

  
REGISTERED AGENT