

P03000102942

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0380

From:

Account Name : LAW OFFICES OF LAMAR A. CONERLY, P.A.  
Account Number : I20020000085  
Phone : (850)837-5118  
Fax Number : (850)837-5187

RECEIVED  
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BASIC AMENDMENT  
LEE'S FAMOUS RECIPES, INC.

Certificate of Status	0
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Estimated Charge	\$43.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Lee's Famous Recipes, Inc.

DOCUMENT NUMBER: P03000102542

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kellie J. Varno

(Name of Person)

Law Offices of Lamar A. Conerly, P.A.

(Name of Firm/ Company)

P.O. Box 6944

(Address)

Destin, FL 32550

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Kellie J. Varno

(Name of Person)

at ( 850 ) 837-5118

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

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enclosed)

☐ \$52.50 Filing Fee  
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is enclosed)

Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
03 DEC 16 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment to  
Articles of Incorporation of

Lee's Famous Recipes, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P03000102942

(Document number of corporation, if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its articles of incorporation:

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

**AMENDMENTS ADOPTED-** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article III - See attached hereto

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: December 15, 2003

Effective date, if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

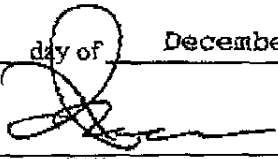
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16 day of December, 2003

Signature

  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jeffrey D. Miller

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF

LEE'S FAMOUS RECIPES, INC.

ARTICLE III - PURPOSE OF CORPORATION

PURPOSE.

The Corporation's business and purpose shall consist solely of the following:

- (i) To operate as a franchisor of the "Lee's Famous Recipe Chicken" concept (the "Franchise"), permitting franchisees to sell products and services utilizing patents, trademarks and business methods owned by the Corporation that it licenses to franchisees, and to assist franchisees through advertising, promotion, and other advisory services;
- (ii) To own or lease real estate (a) for the purpose of operating any stores owned by the Corporation and operating a Franchise and (b) through limited purpose subsidiaries wholly owned by the Corporation for the purpose of operating any stores owned by such limited purpose subsidiaries and operating a Franchise; and
- (iii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

LIMITATIONS ON AUTHORITY.

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Collateral pursuant to that certain Security Agreement with Definitions Schedule (the "Security Agreement") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those expressly set forth in PURPOSE;
- (ii) incur any indebtedness, or assume or guaranty any indebtedness of any other entity, other than the Security Agreement and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or
- (vi) amend PURPOSE, LIMITATIONS ON AUTHORITY and SEPARATENESS/OPERATIONS MATTERS.

So long as any obligation secured by the Security Agreement remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the prior written consent of the holder of the Security Agreement.

**SEPARATENESS/OPERATIONS MATTER:**

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare its own financial statements, separate from any other entity;
- (f) prepare separate tax returns, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (g) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

- (h) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (i) conduct business in its own name, and use separate stationery, invoices and checks;
- (j) not commingle its assets or funds with those of any other person;
- (k) not assume, guarantee or pay the debts or obligations of any other person;
- (l) correct any known misunderstanding as to its separate identity;
- (m) not permit any affiliate to guarantee or pay its obligations (other than limited guarantees set forth in the Security Agreement or related documents); and
- (n) not make loans or advances to any other person.