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TALLAHASSEE, FLORIDA

11-17-04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 973686 81528A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 78.75

ORDER DATE : November 16, 2004

ORDER TIME : 10:23 AM

ORDER NO. : 973686-005

CUSTOMER NO: 81528A

CUSTOMER: Mr. Doug Oswald  
Kenneth F. Oswald, Esq

Suite 110  
600 Courtland Street  
Orlando, FL 32804

DOMESTIC FILING

NAME: ROMANO'S TRADITIONS, CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF INCORPORATION**  
**OF**  
**ROMANO'S TRADITIONS, CORP.**

We, the undersigned, being natural persons of legal age, do hereby desire to form a Corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this Corporation shall be **ROMANO'S TRADITIONS, CORP.** The mailing and principal address of the Corporation is 1210 International Parkway, Lake Mary, Florida 32746.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is:

To establish, maintain, conduct, and operate restaurants of every kind, nature and description; to purchase, buy, sell, store, distribute and otherwise generally deal in any and all articles of food, food products, dairy products, beverages of all kinds, meat, and meat products and food supplies of all nature and kinds, both at wholesale and retail and to do all things necessary or required in connection with the conduct of a restaurant business.

To buy, sell, exchange, and generally deal in real property, improved and unimproved of every class and description; to sell, buy, mortgage, lease or otherwise acquire or dispose of any real property and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, giving or taking evidence of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or otherwise acquire for the purpose of holding or disposing of the same, involving real property of every kind and description; to rent or lease, office buildings, rental apartments, condominium units, or any other improved real property of any kind or nature whatsoever, and in connection therewith to enter into contracts with rental or leasing agents.

To contract debts and borrow money, issue and sell or pledge bonds, debentures,

corporate property, or other instruments to secure the payment of corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences 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 the rights, powers and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under laws of the United States and of this State.

### **ARTICLE III**

#### **CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of Common Stock. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this Corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

### **ARTICLE IV**

#### **CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this Corporation shall commence business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

### **ARTICLE V**

#### **CORPORATE EXISTENCE**

This Corporation shall exist perpetually unless sooner dissolved according to law.

### **ARTICLE VI**

#### **INITIAL DIRECTORS**

This Corporation shall have not less than two (2) nor more than five (5) Directors. The number of Directors may be increased or diminished from time to time by Bylaws adopted by

the Stockholders. The name and street address of the Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

**EDWIN ROMANO**  
**864 Grand Regency Point, Apt. 101-6**  
**Altamonte Springs, Florida 32714**

**CARLOS ESPINOSA**  
**856 Grand Regency Point, Apt. 102-7**  
**Altamonte Springs, Florida 32714**

#### **ARTICLE VII**

#### **SUBSCRIBERS**

The names and street addresses of the Subscribers to these Articles of Incorporation are as follows:

**EDWIN ROMANO**  
**864 Grand Regency Point, Apt. 101-6**  
**Altamonte Springs, Florida 32714**

**CARLOS ESPINOSA**  
**856 Grand Regency Point, Apt. 102-7**  
**Altamonte Springs, Florida 32714**

#### **ARTICLE VIII**

#### **REGISTERED AGENT**

The name and address of the Registered Agent to accept service of process within the state on behalf of the Corporation is: **Edwin Romano**, 1210 International Parkway, Lake Mary, Florida 32746, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this State.

#### **ARTICLE IX**

#### **INDEMNIFICATION**

Every director, officer, employee, or agent of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred

or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.


**ARTICLE X**  
**AMENDMENT**

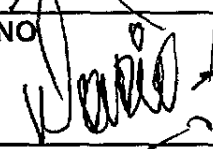
This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute.

**ARTICLE XI**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence to exist on the date of filing of the Articles of Incorporation with the Secretary of State of the State of Florida.

**IN WITNESS WHEREOF**, we, the undersigned, being the Subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set our hands and seals this \_\_\_\_\_ day of November, 2004.

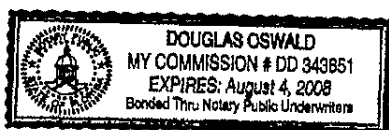
  
\_\_\_\_\_  
EDWIN ROMANO

  
\_\_\_\_\_  
CARLOS ESPINOSA

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **EDWIN ROMANO**, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 11 day of November, 2004.



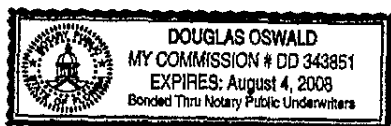
  
NOTARY PUBLIC

(Print, Type or Stamp Commissioned Name of Notary Public)

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **CARLOS ESPINOSA**, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 11 day of November, 2004.



  
NOTARY PUBLIC

(Print, Type or Stamp Commissioned Name of Notary Public)

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
EDWIN ROMANO  
Registered Agent