

PO5000 147394

Rita J Adler

(Requestor's Name)

101 Tupelo Dr

(Address)

(Address)

Crawfordville, FL 32327

(City/State/Zip/Phone #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE GRILL AT WILDWOOD, INC.

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We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I.  
NAME

The name of this corporation shall be THE GRILL AT WILDWOOD, Inc.

ARTICLE II.  
GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned as follows:

(a) To engage in the business of a restaurant and related business and to enter into any and all contracts necessary to perform any and all acts necessary or incident to the purposes set forth herein.

(b) Generally to make and perform contracts of any kind and description, and for the purpose of attaining any other of the objectives of the corporation; to conduct any other business and to do and perform any other act or thing now or hereafter authorized by law, and to conduct any and all other business and to do and perform any other act or to do any other thing which a partnership, co-partnership or natural person could do and exercise, and which are now or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III.  
CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation shall be Five Hundred (500) with par value of One Dollar (\$1.00) per share, all shall be common stock and shall be fully paid and nonassessable. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at the organizational meeting to be held after the granting of the charter herein applied for.

Shares held by shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation in accordance with the terms and conditions set forth in a written Shareholder Agreement. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE IV.  
AMENDMENTS TO BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested solely in the shareholders.

ARTICLE V.  
AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall begin business is \$100.00.

ARTICLE VI.  
PERPETUAL EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII.  
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be at 3870 Coastal Highway, Crawfordville, Florida 32327.

ARTICLE VIII.  
NUMBER OF DIRECTORS

The number of Directors of this corporation shall be not less than one (1) or more than four (4).

ARTICLE IX.  
DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation who shall hold office until their successors are elected and qualified shall be:

James C. Sadler

101 Tupelo Drive  
Crawfordville, Florida 32327

Rita M. Sadler 101 Tupelo Drive  
Crawfordville, Florida 32327

Joseph W. Crane 824 Wakulla Springs Road  
Crawfordville, Florida 32327

Diane C. Crane 824 Wakulla Springs Road  
Crawfordville, Florida 32327

ARTICLE X.  
OFFICERS

The names and post office addresses of each of the Officers of this corporation who shall hold office until their successors are elected shall be:

President: Rita M. Sadler  
101 Tupelo Drive  
Crawfordville, Florida 32327

Vice President: James C. Sadler  
101 Tupelo Drive  
Crawfordville, Florida 32327

Secretary: Joseph W. Crane  
824 Wakulla Springs Road  
Crawfordville, Florida 32327

Treasurer: Diane C. Crane  
824 Wakulla Springs Road  
Crawfordville, Florida 32327

ARTICLE XI.  
INCORPORATOR

The names and mailing addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James C. Sadler	101 Tupelo Drive Crawfordville, Florida 32327

Rita M. Sadler

101 Tupelo Drive  
Crawfordville, Florida 32327

Joseph W. Crane

824 Wakulla Spring Road  
Crawfordville, Florida 32327

Diane C. Crane

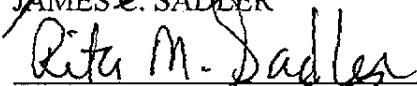
824 Wakulla Springs Road  
Crawfordville, Florida 32327

ARTICLE XII.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the Shareholders are subject to this reservation.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals and acknowledged to be filed in the Office of the Secretary of State the foregoing Articles of Incorporation, this 3 day of November, 2005.

  
\_\_\_\_\_  
JAMES C. SADLER

  
\_\_\_\_\_  
RITA M. SADLER

  
\_\_\_\_\_  
JOSEPH W. CRANE

  
\_\_\_\_\_  
DIANE C. CRANE

CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

THE GRILL AT WILDWOOD, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated James C. Sadler, located at 101 Tupelo Drive, Crawfordville, Florida 32327 as its initial statutory registered agent to accept service of process and perform such other duties as are required within the state of Florida.

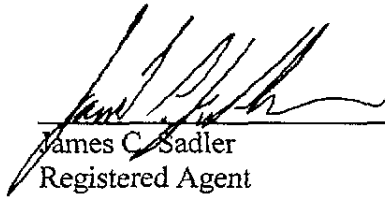
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**ACKNOWLEDGMENT:**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process and serve as registered agent for the above stated corporation, at the place designated in this Certificate, the undersigned, hereby agrees to act in this capacity, and agrees to comply with the provisions of Sections 48.091 and 607.0501 of said statutes relative to keeping open said office, and further states it is familiar with, and accepts, the obligations of said statutes applicable to registered agents of Florida corporations.

  
\_\_\_\_\_  
James C. Sadler  
Registered Agent