

P060000009042

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

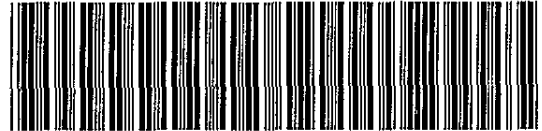
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200063634592

01/18/06--01037--002 **105.00

FILED
2006 JAN 17 PM 4:48
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

J. BRYAN JAN 24 2006

TULA MICHELE HAFF

Attorney and Counselor at Law

TELEPHONE
863.324.5880

3399 CYPRESS GARDENS ROAD, SUITE C
WINTER HAVEN, FLORIDA 33884-2453

FACSIMILE
863.324.7786

January 12, 2006

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

FILED
2006 JAN 17 PM 4:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

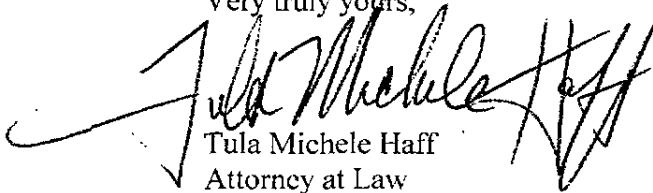
**RE: ARTICLES OF INCORPORATION OF
SMOKIN JIM'S BARBEQUE, INC.**

Dear Secretary of State:

Attached you will find an original and one copy of the Articles of Incorporation and Designation of Registered Agent and Certificate of Conversion to be filed with your office. Also enclosed you will find my business check in the amount of \$105.00 to cover the filing fee for these documents. Please file the Articles of Incorporation and return one stamped copy of the Articles to my office upon completion. I have also enclosed a postage pre-paid/self-addressed envelope for your convenient return of the stamped copy.

If you have any questions, please feel free to contact my office.

Very truly yours,


Tula Michele Haff
Attorney at Law

Enclosures

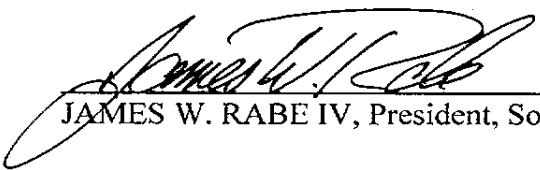
xc: SMOKIN JIM'S BARBEQUE, INC.

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is SMOKIN JIM'S BARBEQUE, LLC. #L04000075287
2. The "Other Business Entity" is a FLORIDA LIMITED LIABILITY COMPANY first organized, formed or incorporated under the laws of FLORIDA on OCTOBER 18, 2004.
3. The jurisdiction of the "Other Business Entity" was not changed.
4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is SMOKIN JIM'S BARBEQUE, INC.
5. The effective is the date of filing.

Dated this January 12, 2006.


JAMES W. RABE IV, President, Sole Member Manager LC

FILED
2006 JAN 17 PM 4:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SMOKIN JIM'S BARBEQUE, INC.**

ARTICLE I - NAME

This name of this Corporation is SMOKIN JIM'S BARBEQUE, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities of business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 2307 14th Street NW, Winter Haven, Florida 33881 and the initial registered agent of this corporation at such office shall be JAMES W. RABE IV, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 2307 14th Street NW, Winter Haven, Florida 33881.

ARTICLE VII - CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and

FILED
2006 JAN 17 PM 4:49
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE VIII - CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) and up to ten (10) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than (10).

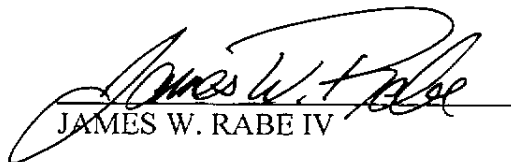
The names and addresses of the directors constituting the initial Board of Directors are:

Name	Address
JAMES W. RABE IV	2037 14 th Street Winter Haven, Florida 33881

ARTICLE XI - INCORPORATOR

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

Name	Address
JAMES W. RABE IV	2037 14 th Street Winter Haven, Florida 33881


JAMES W. RABE IV

FILED
2006 JAN 17 PM 4:49
DEPUTY CLERK
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation of SMOKIN JIM'S BARBEQUE, INC. were signed before me 12th day of January, 2006, by ~~JIM RABE~~ James W. Rabe IV as Incorporator, and who produce Personally Known as identification.



TULA MICHELE HAFF
MY COMMISSION # DD 154237
EXPIRES: October 30, 2006
Resident Thru Budget Notary Services

Tula Michele Haff
Notary Public

Printed Name of Notary
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **SMOKIN JIM'S BARBEQUE, INC.**, at the place designated in the Articles of Incorporation, 2307 14th Street NW, Winter Haven, Florida 33881, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 12th day of January, 2006.

James W. Rabe IV
JAMES W. RABE IV

FILED
2006 JAN 17 PM 4:49
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA