

PO6000026267

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

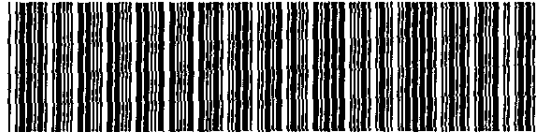
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800066119438

02/21/06--01002--001 \*\*78.75

06 FEB 20 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

D. WHITE FEB 22 2006

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 Lefebvre Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

February 16, 2006

Nancy A. Richman  
Robert E. Abreu  
OF COUNSEL  
Martini & Sacher, P.A.

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: SHORTY'S FRANCHISE CORP.  
Our File No. 4476-2

Dear Sir/Madam:

On behalf of the above-referenced Corporation, I enclose herewith an original fully executed and notarized Articles of Incorporation, together with our firm check in the amount of \$78.75.

Please have this original copy of the Articles of Incorporation filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Fee	<u>35.00</u>
<b>TOTAL</b>	<b>\$78.75</b>

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:im

Enclosures

CC: Mr. Clifford MacBroom  
Mr. Stewart A. Greenstein  
Mr. Paul Skoriz  
Mr. Frederick Wallace  
Mr. Keith J. Kanouse, Esq.

W:\4476-2\wp\clerk.wpd

FILED

06 FEB 20 AM 10:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SHORTY'S FRANCHISE CORP.

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

SHORTY'S FRANCHISE CORP.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

9150 SW 87 Avenue, Suite 205  
Miami, Florida 33156

ARTICLE III

GENERAL NATURE OF BUSINESS

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

- (1) To serve as the franchisor for SHORTY'S, INC. and for the registered trademark, SHORTY'S BAR-B-Q; and
- (2) To engage any activity or business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV

### CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

## ARTICLE V

### CAPITAL STOCK

- (1) This Corporation shall be authorized to issue the following share of stock:
  - (a) Nine Hundred (900) shares of Class A stock \$1.00 par value, issued and outstanding; and
  - (b) One Hundred (100) shares of Class B stock, \$1.00 par value, issued and outstanding. Class B stockholders shall be entitled to the same preferences, limitations and relative rights as Class A stockholders including dividends and liquidating distributions, except that Class B stockholders shall not be entitled to vote on any matter for which a stockholder's vote is required or permitted.
  - (c) At any time this Corporation shall be authorized to have outstanding a maximum of 1,000 shares of stock of both classes combined of the par value of \$1.00. Class A and B stockholders together are entitled to receive the net assets of the corporation upon dissolution.
- (2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:
  - (a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and
  - (b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

---

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions.

## ARTICLE VI

### REQUIRED CAPITAL

This Corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

## ARTICLE VII

### TERM OF EXISTENCE

This Corporation shall exist perpetually.

## ARTICLE VIII

### DIRECTORS

(1) The business of this Corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Clifford Macbroom	9150 S.W. 87 Avenue, Suite 205 Miami, Florida 33176
Stewart A. Greenstein	9150 S.W. 87 Avenue, Suite 205 Miami, Florida 33176
Paul Skoric	9150 S.W. 87 Avenue, Suite 205 Miami, Florida 33176
Frederick Wallace	9150 S.W. 87 Avenue, Suite 205 Miami, Florida 33176

- (4) The provisions of the Article VIII maybe limited or otherwise modified in accordance with or pursuant to the provisions of any Shareholders' Agreement described in Section 607.0731 or Section 607.0732 of the Florida Statutes.

#### ARTICLE IX

##### STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, SHORTY'S FRANCHISE CORP., desiring to organize under the laws of the State of Florida has designated its initial registered office as Sacher, Martini & Sacher, P.A., 2655 LeJeune Road, Suite 1101, Coral Gables, Miami-Dade County, Florida 33134, and has named CHARLES P. SACHER as its initial Registered Agent who is located at such address.

#### ARTICLE X

##### SUBSCRIBER

The name and residence address of the Subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles P. Sacher	2655 LeJeune Road, Suite 1101 Coral Gables, Florida 33134

ARTICLE XI

SCOPE OF ARTICLES


The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 15th day of February, 2006, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.


WITNESS my hand and seal this 15 day of February, 2006.

  
Charles P. Sacher


STATE OF FLORIDA)  
COUNTY OF Miami-DadeSS:

BEFORE ME, the undersigned authority, personally appeared Charles P. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the city of Coral Gables, in said County and State, this 15 day of February, 2006.

  
Notary Public, State of Florida at Large

My commission expires:

 Nancy A. Richman  
Commission # DD292082  
Expires: Feb. 18, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for SHORTY'S FRANCHISE CORP., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

  
Charles P. Sacher, Registered Agent

FILED  
06 FEB 20 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA