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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**RATTLEFISH REEF RAW BAR & SPORTS GRILL CORP.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**RATTLEFISH REEF RAW BAR & SPORTS GRILL CORP.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation shall be **RATTLEFISH REEF RAW BAR & SPORTS GRILL CORP.** The principal place of business of the corporation shall be 28107 Wesley Chapel Blvd, Zephyrhills, Pasco County, Florida 33543.

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is for the purpose of conducting a restaurant, bar and nightclub, but shall also be allowed to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

In addition the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other

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character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the 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; and

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

### ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock of a par value of \$1.00 per share.

### ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued, shall have the right to purchase a prorated share thereof at the price at which it is offered to others.

### ARTICLE V PREEMPTIVE RIGHTS DENIED

No holder of any of the shares now or hereafter issued by the corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of the corporation of any class whatsoever or to subscribe for or purchase any additional shares, whether common, preferred, or of any other class, to be issued by reason of any increase in the authorized capital of the corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or

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other securities, convertible into shares of the corporation. Any and all such unissued shares and such additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firms, corporations, or associations and for such lawful consideration and upon such terms as the Board of Directors may deem advisable and for the best interests of the corporation.

**ARTICLE VI**  
**TRANSFER OF SHARES**

Any shareholder desiring to transfer his shares of stock in this corporation must first offer his shares to the corporation for the same price as being offered to any third party. The corporation shall have twenty (20) days to acknowledge acceptance of said offer. If the corporation should decline to purchase said stock or fails to acknowledge acceptance within twenty days, then said shareholder shall offer his shares for sale to the remaining shareholders in a prorated basis and those shareholders shall have an additional twenty days to acknowledge acceptance of said offer.

**ARTICLE VII**  
**INSURANCE**

The Shareholders agree that at the initial Shareholders' meeting and all subsequent meetings thereafter, the Shareholders shall agree to an insurance amount on the individual Shareholder's life to insure that in the event of their death, the insurance proceeds to their beneficiaries plus \$100.00 from the corporation shall be sufficient compensation for that decedent's shareholder's interest in the corporation. Therefore in the event of a Shareholder's death and upon payment of the insurance proceeds and the \$100 from the corporation the corporation, by operation of law, shall become the owner of the deceased shareholder's stock certificates in the corporation.

**ARTICLE VIII**  
**PROHIBITION OF TRANSFER OF SHARES**

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If a shareholder shall be indebted to the corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

**ARTICLE IX**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually, commencing on the date these Articles of Incorporation are filed with the Office of Secretary of State, State of Florida.

**ARTICLE X**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 1714 Cape Coral Parkway East, Cape Coral, Florida 33904, and the name of the initial registered agent of this corporation at that address is Robert B. Burandt, Esq.

**ARTICLE XI**  
**DIRECTORS**

This corporation shall have one (2) directors initially. The number of directors may be increased or diminished from time to time, by-Laws adopted by the stockholders, but shall never be less than one or more than seven. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jeffry David Knight	17439 First Street East, Reddington Shores, FL 33708
Steeven C. Knight	5229 Nautilus Dr., Fort Myers, FL 33904

**ARTICLE XII**  
**INCORPORATORS**

The name and address of each incorporator of this corporation and the number of shares of stock each agrees to take are:

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<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Jeffry David Knight	17439 First Street East, Reddington Shores, FL 33708	100
Steeven C. Knight	5229 Nautilus Dr., Fort Myers, FL 33904	100

#### ARTICLE XIII OFFICERS

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 1st day of December of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders' meeting, which shall include the election of officers by the Board of Directors.

#### ARTICLE XIV AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XV INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to

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the full extent permitted by law.

**ARTICLE XVI**  
**COMPENSATION OF OFFICERS AND DIRECTORS**

No salary or other compensation shall be paid to any director or officer of the corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders' meeting by the record holders of at least two thirds of the then outstanding capital shares of the corporation.

**ARTICLE XVII**  
**DISPUTES**

In the event of a dispute between the two initial incorporators which can not be resolved between the parties, the parties agree to submit the dispute to binding arbitration. The parties agree to use the mediation department utilized by the Circuit Court of the 20th Judicial Circuit in and for Lee county, Florida.

  
Jeffrey David Knight, Incorporator

  
Steven C. Knight, Incorporator

STATE OF FLORIDA

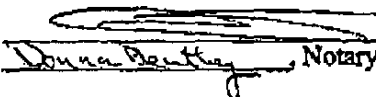
COUNTY OF LEE

) ss:

Before me, an officer duly qualified to take acknowledgments, personally appeared JEFFRY DAVID KNIGHT, who is personally known to me or who produced as identification, who did take an oath, and who acknowledged that he executed the foregoing this 20<sup>th</sup> day of December, 2006.



Donna P. Bentley  
MY COMMISSION # DD203981 EXPIRES  
June 6, 2007  
ACQUISITORY TRUST FARM INSURANCE, INC.

  
Donna Bentley, Notary Public

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STATE OF FLORIDA )  
 ) ss:  
COUNTY OF LEE )

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Before me, an officer duly qualified to take acknowledgments, personally appeared STEEVEN C. KNIGHT, who is personally known to me or who produced as identification, who did take an oath, and who acknowledged that he executed the foregoing this 18 day of December, 2005.



*April Marie Gregory*  
Notary Public

**ACKNOWLEDGMENT 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 accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

A handwritten signature in black ink, which appears to read "Robert B. Burnhardt".

Robert B. Burnhardt, Esq., Registered Agent

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