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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cf. 9-5

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Kelly's Bar and Grill, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Law Offices of W. George Allen

Name (Printed or typed)

800 S E 3rd Avenue, Penthouse

Address

Fort Lauderdale, Florida 33316

City, State & Zip

954 463 6681

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Kelly's Bar and Grill, Inc.

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ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Kelly's Bar and Grill, Inc., and its principal place of business shall be located at 941 South Delaney Avenue, Avon Park, Florida 33328.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

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

To engage in and carry on any business activities permitted under the laws of the United States and the State of Florida.

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 franchise, patents, copyrights, trademarks, mortgages and licenses in the State of Florida and in all other states and countries.

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.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class and kind, except that it is not to conduct the following types of businesses: telephone or cemetery, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one-thousand (1,000) shares of common stock at One-dollar (\$1.00) per share par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2906 West Metuchen Road, Avon Park, Florida 33825, and the name of the initial registered agent of this corporation at that address is Jane Kelly.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until her successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Jane Kelly	2906 West Metuchen Road Avon Park, Florida 33825

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President: Jane Kelly	2906 West Metuchen Road Avon Park, Florida 33825

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Name

Address

Jane Kelly

2906 West Metuchen Road
Avon Park, Florida 33825

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: 21 July, 2007

By


JANE KELLY, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Kelly's Bar and Grill, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Jane Kelly, located at 2906 West Metuchen Road, Avon Park, Florida 33825, as its agent to accept service of process within Florida.

Dated: July 21, 2007

By Jane Kelly
Jane Kelly, Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and 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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 21, 2007

By Jane Kelly
Jane Kelly, Registered Agent

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