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FILED  
07 OCT -3 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ES  
10/1/07

**Bernard S. Peck**

J.D., Member FL & CT Bars

**Daniel D. Peck**

J.D., Member FL & CT Bars

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September 25, 2007

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Campbell Gault Manager's Account, Inc.**

Dear Madam:

Enclosed herewith, for filing, is the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the sum of \$78.75 representing the filing fee.

Please process the enclosed Articles and return the stamped copy of the Articles, with the Certificate of Incorporation, to the undersigned in the envelope provided.

Thank you for your attention to this matter.

Sincerely,



Daniel D. Peck

DDP/st  
Enclosures

cc: Campbell Gault

ARTICLES OF INCORPORATION  
OF  
CAMPBELL GAULT MANAGER'S ACCOUNT, INC.

FILED  
07 OCT -3 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME AND ADDRESS

The name of this corporation is CAMPBELL GAULT MANAGER'S ACCOUNT, INC. and its principal address and its mailing address is 9070 Bonita Beach Road, Bonita Springs, Florida 34135.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

The corporation is organized to employ and pay managers and provide medical insurance and other insurance and other employment benefits for managers of Fitzgerald's Family Restaurants and other entities, and for all other purposes allowed a Florida corporation.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

## ARTICLE IX

### SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

## ARTICLE X

### APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

## ARTICLE XI

### NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

## ARTICLE XII

### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct. An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9070 Bonita Beach Road, Bonita Springs, Florida 34135 and the name of the initial registered agent of this corporation at that address is Campbell Gault.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have only one director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the director of this corporation is: Campbell Gault, 9070 Bonita Beach Road, Bonita Springs, Florida 34135.

## ARTICLE VII

### INCORPORATORS

The name and address of the person signing these Articles is: Campbell Gault, 9070 Bonita Beach Road, Bonita Springs, Florida 34135.

## ARTICLE VIII

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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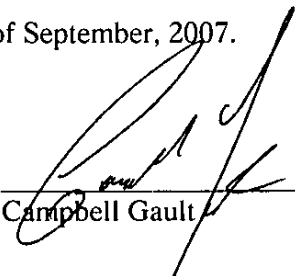
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

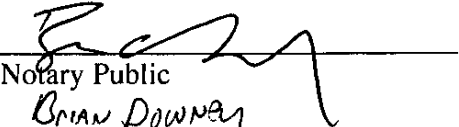
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 25 day of September, 2007.

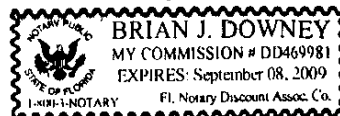
  
\_\_\_\_\_  
Campbell Gault L.S.

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared Campbell Gault personally known to me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25 day of September, 2007.

  
\_\_\_\_\_  
Notary Public  
BRIAN J. DOWNEY  
My Commission Expires:



I, Campbell Gault, agree to serve as resident agent and accept service for Campbell Gault Manager's Account, Inc. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 25<sup>th</sup> day of September, 2007.

  
Campbell Gault

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TALLAHASSEE, FLORIDA