

11/15/2007 THU 15:54 FAX 239 344 1200 Henderson Franklin et al

001/005

Division of Corporations

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Florida Department of State

Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ROADHOUSE CAFE, INC.**

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**ARTICLES OF INCORPORATION  
OF  
ROADHOUSE CAFÉ, INC.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE 1  
NAME AND ADDRESS**

The name of this corporation shall be ROADHOUSE CAFÉ, INC. The initial principal business address of the corporation is 15660 San Carlos Blvd., Fort Myers, Florida 33908.

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**ARTICLE 2  
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 3  
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have the authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

**ARTICLE 4  
INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, are as follows:

NAME

ADDRESS

Marc Necley

15660 San Carlos Blvd.  
Fort Myers, Florida 33908

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**ARTICLE 5**  
**DIRECTORS**

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one Director initially, and the name and address of the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marc Neeley	15660 San Carlos Blvd. Fort Myers, Florida 33908

**ARTICLE 6**  
**BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

**ARTICLE 7**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

**ARTICLE 8**  
**SHAREHOLDERS' AGREEMENT**

In the event a Shareholders' Agreement exists and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control.

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**ARTICLE 9**  
**INCORPORATOR**

The name and the address of the person signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marc Neeley	15660 San Carlos Blvd. Fort Myers, Florida 33908

These Articles of Incorporation have been executed this 15<sup>th</sup> day of November, 2007.

  
\_\_\_\_\_  
Marc Neeley, Incorporator

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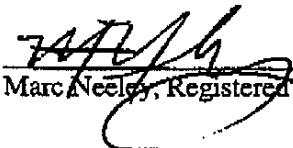
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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and 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.

  
\_\_\_\_\_  
Marc Neelley, Registered Agent