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~~W08-45730~~

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08 OCT -2 AM 11:16

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2008 OCT -3 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 3, 2008

CAPITAL CONNECTION, INC.
ATTN: CHRISTINA

SUBJECT: TRANSITION RESTAURAMT GROUP, INC.
Ref. Number: W08000045730

We have received your document for TRANSITION RESTAURAMT GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Complete the name of the corporation on the registered agent certificate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 408A00052500

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DIVISION OF CORPORATIONS
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SUFFICIENCY OF FILING

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Transition Restaurant
Group, Inc.

Signature

Requested by:

Seth 10/3 11:30

Name

Date

Time

Walk In

Will Pick Up

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

ARTICLES OF INCORPORATION
OF
TRANSITION RESTAURANT GROUP, INC.

FILED
2008 OCT -3 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of this corporation is Transition Restaurant Group, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing on the date set forth below (i.e., the date of subscription and acknowledgment of these Articles of Incorporation).

ARTICLE III - PURPOSE:

The purpose of this corporation is limited to owning, operating, and developing Taco Bell, KFC, Pizza Hut, A&W All-American Food and Long John Silver's branded food service operations, and other branded concepts expressly approved in writing by location by YUM! Brands, Inc., or one of its subsidiaries all in accordance with the provisions of Florida law.

ARTICLE IV - CAPITAL STOCK AND TRANSFER RESTRICTION:

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock. Any issuance or transfer of stock is subject to the prior written consent of Taco Bell Corp.

ARTICLE V - PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her 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 subject to the prior written consent of Taco Bell Corp.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Corporation is 112 Oak Street, Jacksonville, Florida 32205 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is C. Jeffrey McInnis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have one (1) director initially. 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 initial director of the Corporation is Reed B. Nelson, 112 Oak Street, Jacksonville, FL 32205.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these articles is as follows: C. Jeffrey McInnis, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

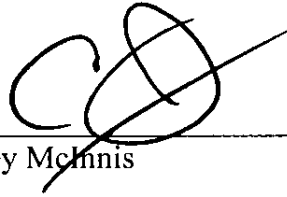
ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on
October 1, 2008.

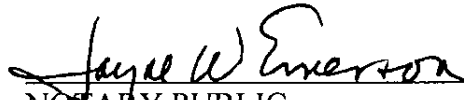


C. Jeffrey McInnis

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

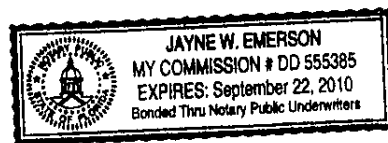
Before me, the undersigned authority, personally appeared C. Jeffrey McInnis, personally known to me to be the person described in the foregoing Articles of Incorporation of the Corporation, and such person acknowledged to and before me that such person executed the Articles of Incorporation for the purpose therein described.

WITNESS my hand and official seal on October 1, 2008.



NOTARY PUBLIC

My commission expires:



This Instrument Prepared By:
ANCHORS SMITH GRIMSLEY, PLC
Professional Limited Company
(C. Jeffrey McInnis)
909 Mar-Walt Drive, Suite 1014
Fort Walton Beach, Florida 32547
(850) 863-4064

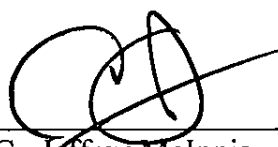
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: *Transition Restaurant Group, Inc.*
2. The name and address of the registered agent and office is:

C. Jeffrey McInnis, Esq.
909 Mar Walt Drive
Suite 1014
Fort Walton Beach, FL 32547

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 ACCEPT THE APPOINTMENT 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.

SIGNATURE: 
C. Jeffrey McInnis

DATE: *10/1/08*

FILED
2008 OCT -3 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA