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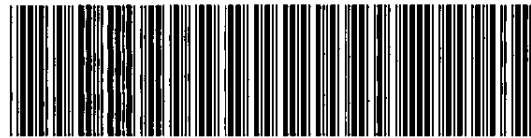
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# GALLOWAY, JOHNSON, TOMPKINS, BURR & SMITH

**JASON R. MOSLEY**

Associate

[jmosley1@gjtbs.com](mailto:jmosley1@gjtbs.com)

Licensed in Florida

A PROFESSIONAL LAW CORPORATION

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PENSACOLA, FLORIDA 32502

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Please reply to the Florida Office

November 16, 2010

## REGIONAL OFFICES.

ONE SHELL SQUARE  
701 POYDRAS STREET, SUITE 4040  
NEW ORLEANS, LOUISIANA 70139-4003  
(504) 525-6802

1301 MCKINNEY, SUITE 1400  
HOUSTON, TEXAS 77010  
(713) 599-0700

4021 AMBASSADOR CAFFERY PKWY  
BUILDING A SUITE 175  
LAFAYETTE, LOUISIANA 70503  
(337) 735-1760

#3 SANCTUARY BOULEVARD  
SUITE 301  
MANDEVILLE, LOUISIANA 70471  
(985) 674-6680

7730 CARDONDELET AVE SUITE 110  
ST. LOUIS, MISSOURI 63105  
(314) 725-0525

1213 1<sup>st</sup> AVENUE  
GULFPORT, MISSISSIPPI 39501  
(228) 214-4250

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Elise Coastal Dining, LLC

Dear Sir or Madam:

Enclosed, please find a check for the filing fee of \$105.00, the Certificate of Conversion for Florida Limited Liability Company into Florida Profit Corporation, and Articles of Incorporation to be filed in the above referenced matter. Please file the original and return the conformed copy to the undersigned in the enclosed self-addressed, stamped envelope. Thank you for your time and attention to this matter; should you have any questions, please feel free to contact us.

Respectfully,



Jennifer M. Barbier  
Legal Assistant to  
Jason R. Mosley, Esquire

/jmb  
Enclosures

CERTIFICATE OF CONVERSION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY  
INTO  
FLORIDA PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with § 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

ELISE, COASTAL DINING, LLC

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the State of Florida on March 12, 2010.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is:

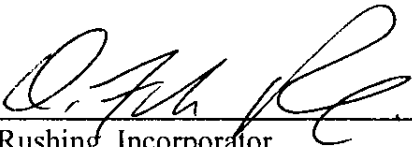
ELISE, COASTAL DINING, INC.

4. The conversion is permitted by the laws of the State of Florida and complies with the requirements of § 607.1115 of the Florida Statutes, in effecting the conversion.


5. The "Other Business Entity" currently exists on the official records of the State of Florida.

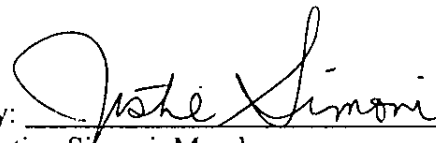
Signed this the 16<sup>th</sup> day of November, 2010.


Elise, Coastal Dining, Inc.

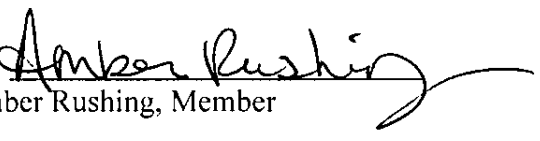
By:   
Frank Rushing, Incorporator

Elise, Coastal Dining, LLC

By:   
Frank Rushing, Member

By:   
Justine Simoni, Member

By:   
Blake Rushing, Member

By:   
Amber Rushing, Member

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**ARTICLES OF INCORPORATION**  
**OF**  
**ELISE, COASTAL DINING, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

**ARTICLE I. CORPORATE NAME**

The name of this corporation shall be ELISE, COASTAL DINING, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one thousand five hundred (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to share of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

**ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office of the corporation shall be:

732 PEAKES PT  
GULF BREEZE FL 32561

The initial mailing address of the corporation shall be:

P.O. BOX 486  
GULF BREEZE FL 32562

#### **ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

FRANK RUSHING  
732 PEAKES PT  
GULF BREEZE FL 32561 US

#### **ARTICLE VIII. BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE IX. INITIAL DIRECTORS**

The name of the initial director of this corporation and his street address is:

FRANK RUSHING  
732 PEAKES PT  
GULF BREEZE FL 32561 US

The person named as initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

#### **ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK**

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation; and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representative, heirs, devisees, legatees, pledgees assignees, receiver in bankruptcy, or any other person holding under or in privity with any

stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchase. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchase, the secretary of the corporation shall mail a written notice to all of the remaining stockholders by certified mail, return-receipt requested advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with in desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchase as to any shares of stock less than the total number of shares involved in such offer. Transfers of the stock may be further restricted by agreements between the stockholders.

#### **ARTICLE XI. INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XII. INCORPORATOR**

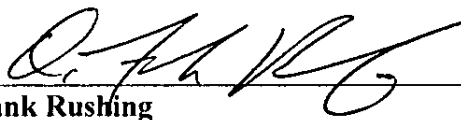
The name and address of the incorporator of this corporation is:

FRANK RUSHING  
732 PEAKES PT  
GULF BREEZE FL 32561 US

#### **ARTICLE XIII. 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 stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

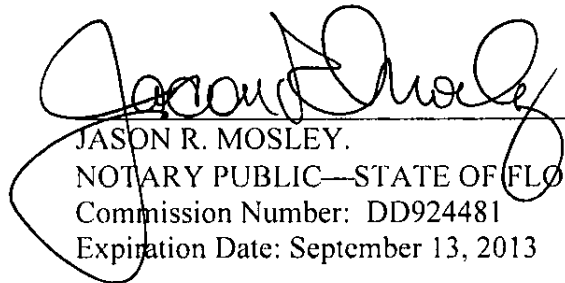
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 16<sup>th</sup> day of November, 2010.

  
Frank Rushing

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me by **Frank Rushing** who is personally known to me or who produced \_\_\_\_\_ as identification on this 16<sup>th</sup> day of November, 2010.



  
JASON R. MOSLEY.  
NOTARY PUBLIC—STATE OF FLORIDA  
Commission Number: DD924481  
Expiration Date: September 13, 2013

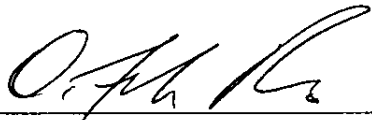
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TALLAHASSEE, FLORIDA



### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ELISE, COASTAL DINING, INC. at the place designated in the Articles of Incorporation, Frank Rushing agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 11/16/10

  
\_\_\_\_\_  
Frank Rushing

**FILED**  
2010 NOV 17 PM 3:58  
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TALLAHASSEE, FLORIDA