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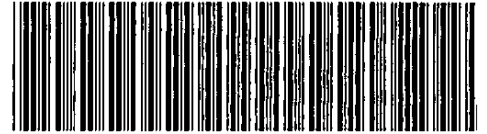
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Special Instructions to Filing Officer:

W11-21862

Office Use Only

Vincent
ADJUTANT GENERAL TO
GOVERNOR
DATE 5/19/11
BY Becky



500201989045

Effective Date Apr. 15, 2011

04/18/11--01062--014 **

2011 MAY 10 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2 Burch MAY 10 2011

LAW OFFICES
JOHN GEORGE & ASSOCIATES
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

THE ADVOCATE BUILDING - FIRST FLOOR
315 SOUTHEAST 7TH STREET
FORT LAUDERDALE, FLORIDA 33301
TEL: (954) 522-1177
FAX: (954) 522-1572

Satellite Office
300 LEO PARISEAU
SUITE 2000, MONTREAL, QUEBEC
Canada H2X 4B3

VINCENT J. GRANA, ESQ.

OF COUNSEL
JOHN G. GEORGE, ESQ.

Florida Department of State
Division of Corporations
Att: Tim Burch
Regulatory Specialist II
New Filing Section

May 4, 2011

Re: Frenchies Bar & Grill Inc

Dear Mr. Burch:

Further to your letter dated April 19, 2011, copy of which is hereto attached, please find and closed herein original and a copy of the articles of incorporation for the above mentioned company together with a copy of the details of said entity from the Florida Division of Corporations confirming the voluntary dissolution of the previous company with same name. We have also enclosed a copy of the agreement of sale outlining the sale and transfer of all rights to the above mentioned company name.

Could you be so kind as to file the articles of incorporation at your earliest convenience. We thank you in advance for your kind attention to this matter, and remain,

Yours truly,
John George & Associates,
Per

For The Firm

RECEIVED
11 MAY - 6 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 19, 2011

VINCENT GRANA
C/O JOHN GEORGE & ASSOCIATES
315 SOUTHEAST 7TH STREET
FT LAUDERDALE, FL 33301

SUBJECT: FRENCHIE'S BAR & GRILL, INC.
Ref. Number: W11000021862

We have received your document for FRENCHIE'S BAR & GRILL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of 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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 411A00009454

Florida Dept. of State

Division of Corporations

Att: Mr. Tim Burch

May 10, 2011

Re: Frenchie's Bar and Grill, Inc

Dear Sir;

Pursuant to the agreement of sale for the above stated corporate name I, Normand Legault, signed on April 1, 2011 selling all rights to said name onto Mr. Martin Tremblay, and further to my filing of articles of dissolution for the above stated company, Frenchie's Bar and Grill, Inc., I hereby reiterate, undertake and confirm that I will not file any documents to withdraw my articles of dissolution for said company.



Normand Legault

FILED

2011 APR 18 PM 4: 51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Frenchie's Bar & Grill, INC.

ARTICLE I- NAME:

The name of this corporation is Frenchie's Bar & Grill, INC.

Effective Date April 15, 2011

ARTICLE II- DURATION:

This corporation shall have perpetual existence commencing on the 15 th. day of April, 2011 .

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of conducting a restaurant, bar, grill and food distribution business, and for the conduct of any and all other lawful business, and this corporation shall have all powers to effect its purpose.

ARTICLE IV- CAPITAL STOCK:

This corporation is authorized to issue one hundred (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V- RIGHTS OF SHARES OF CAPITAL STOCK:

Section 1. Rights Upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting powers for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI- 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 already holds, 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 which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT:

The street address of this corporation is 4900 Powerline Rd., Fort Lauderdale, Florida 33309 and the name of the initial registered agent of this corporation is Manon Fortin.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS:

This corporation shall have 2 (Two) directors initially. The names and addresses of the initial directors of this corporation are Manon Fortin 2111 N. 24th Avenue, Hollywood, Florida 33020 and Martin Tremblay 4900 Powerline Rd., Fort Lauderdale, Florida 33309.

ARTICLE IX - INCORPORATOR:

The name and address of the person signing these Articles of Incorporation is: Manon Fortin 2111 N. 24th Avenue, Hollywood, Florida 33020.

ARTICLE X - BYLAWS:

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - CALLING SPECIAL MEETINGS:

Special meetings of Shareholders may be called by 51% of the holders of the outstanding common stock.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING:

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER:

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law. Said approval may be made at a meeting of the shareholders or in writing as provided by law.

ARTICLE XIV - RIGHTS OF SHAREHOLDERS TO DISSENT:

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED:

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law, unless written consent by holders of 51% of all issued and outstanding shares is obtained.

ARTICLE XVI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation until such time as the directors may elect officers.

ARTICLE XVII - POWERS:

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless approval is given by 51% of the holders of the outstanding common stock.

ARTICLE XVIII - DIRECTORS COMPENSATION:

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIX - NO REMOVAL OF DIRECTORS:

The shareholders of this corporation shall not be entitled to remove any director from office during his term, unless otherwise provided by the laws of the State of Florida and the Florida General Corporation Act.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE:

Members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XXI - ACTION BY DIRECTORS WITHOUT A MEETING:

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XXII - DIVIDENDS:

Dividends may be paid to shareholders from the operating surplus of the corporation or from capital in the form of a tax free return of capital as may be determined by the Board of Directors. Dividends payable in shares of any class of stock may be paid to the holders of shares of any other class in lieu of a cash dividend payment as may be determined by the Board of Directors.

ARTICLE XXIII - INDEMNIFICATION:

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

ARTICLE XXIV - FISCAL YEAR:

The end of the accounting year of this corporation shall be the end of the calendar year.

ARTICLE XXV - AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation. Any amendment to the Articles of Incorporation shall be by a vote of 2/3 of the outstanding shares of stock or by written consent of the holders of 2/3 of the outstanding shares of the common stock of the corporation.

IN WITNESS WHEREOF, the undersigned authority has executed these Articles of Incorporation this 11th.day of April, 2011.

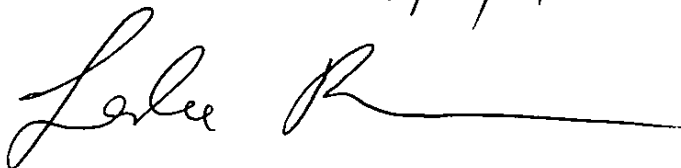



SUBSCRIBER

Manon Fortin

SWORN TO and SUBSCRIBED
before me this 11th. day of April, 2011.

Notary Public
My commission expires: 7/31/11



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT Frenchie's Bar & Grill, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 4900 Powerline Rd., Fort Lauderdale, Fl. 33309 HAS NAMED Ms. Manon Fortin as RESIDENT AGENT, LOCATED AT 2111 N. 24TH Avenue, Hollywood, Florida 33020, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

TITLE: President

Date: April 11, 2011.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

DATE: April 11, 2011.