

P 11000050875

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

EFFECTIVE DATE 5-26-11

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000140664 3)))



H110001406643ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : ALRON ENTERPRISES, INC.
Account Number : I20000000113
Phone : (321) 951-7626
Fax Number : (321) 723-8218

DIVISION OF CORPORATIONS

11 MAY 27 AM 7:45

RECEIVED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION

BRIO PIZZA & PASTA II INC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

11 MAY 27 AM 10:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

Ps 5/31/11
with 29392
05/26/2011 12:34 PM

ALRON

Fax:321-723-8218

May 26 2011 17:28

BRIO PIZZA & PASTA II INC

P.02 FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
H11000140884-3

11 MAY 27 AM 10:39

ARTICLES OF INCORPORATION

OF

BRIO PIZZA & PASTA II INC

EFFECTIVE DATE 5-26-11
EFFECTIVE DATE

The undersigned Incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the Following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

BRIO PIZZA & PASTA II INC

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

**4980 N WICKHAM RD STE 1
MELBOURNE, FLORIDA 32940**

ARTICLE III: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock at \$1.00 par value per share.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually, commencing upon May 26, 2011 and acknowledgment hereof as provided by Florida State Statute 607.0203.

BRIO PIZZA & PASTA II INC

H11000140664-3

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this 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 at which it is offered to others.

ARTICLE VII: VOTING RIGHTS

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

ARTICLE VIII: OFFICERS AND DIRECTORS

The names and street addresses of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors are elected, is/are:

ARTICLE IX: INCORPORATOR

The name and street address of the Incorporator to these articles of incorporation is:

**CHRISTOPHER PALADINO
201 ATHEY CT, WEST MELBOURNE, FLORIDA, 32904**

ARTICLE X: BYLAWS

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

**ARTICLE XI: 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 law requires such approval.

ARTICLE XII: COMPENSATION OF DIRECTORS

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

BRIO PIZZA & PASTA II INC

H11000140864-3

ARTICLE XIII: INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIV: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV: I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator(s) to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XVI: "S" CORPORATION ELECTION

It is the intent of the Incorporator(s) to file the appropriate "S" Corporation Internal Revenue Code Election (IRS Form 2553) at the organizational Meeting hereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on May 26, 2011.



CHRISTOPHER PALADINO, Incorporator

BRIO PIZZA & PASTA II INC

H11000140884-3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVE**

Pursuant to the provisions of Section 607.0501 and 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:
BRIO PIZZA & PASTA II INC
2. The name and address of the registered agent and office is:

**CHRISTOPHER PALADINO
201 ATHEY CT, WEST MELBOURNE, FLORIDA, 32904**

ACKNOWLEDGMENT

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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



CHRISTOPHER PALADINO Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 27 AM 10:40