

P/2000073391

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

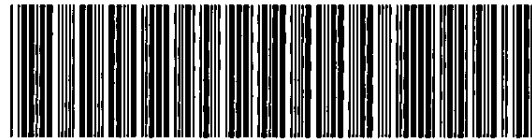
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300238783633

08/27/12--01042--002 \*\*87.50

FILED  
12 AUG 27 PM 12:57  
SECRETARY OF STATE  
RECEIVED

1/H

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

SUBJECT: JTG RESTAURANTS, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$78.75  
Filing fee & Certificate

☐ \$78.75  
Filing Fee & Certified  
Copy

☒ \$87.50  
Filing Fee, Certified  
Copy, & Certificate  
of Status

FROM: JEREMIAH GONGLOFF

Name (printed or typed)

5150 NW 24TH TERRACE

Street Address

GAINESVILLE, FL 32605

City, State & Zip

(352) 514-0419

Daytime Telephone No.

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**

**OF**

**JTG RESTAURANTS, INC.**

FILED

12 AUG 27 PM 12:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is JTG RESTAURANTS, INC.

**ARTICLE II - NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation.

To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improve or unimproved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 7,000 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV - INITIAL CAPITAL**

The amount of the capital with which this corporation shall begin business is \$500.00.

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI - PRINCIPAL OFFICE**

The initial street address of the principal office of this corporation is to be at 5150 NW 24<sup>TH</sup> TERRACE, GAINESVILLE, FL 32605. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE VII - DIRECTORS**

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

**ARTICLE VIII - INITIAL DIRECTORS**

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

|            | <u>NAME</u>       | <u>ADDRESS</u>                                |
|------------|-------------------|-----------------------------------------------|
| PRESIDENT: | JEREMIAH GONGLOFF | 5150 NW 24TH TERRACE<br>GAINESVILLE, FL 32605 |
| SECRETARY: | TINA GONGLOFF     | 5150 NW 24TH TERRACE<br>GAINESVILLE, FL 32605 |
| TREASURER: | JEREMIAH GONGLOFF | 5150 NW 24TH TERRACE<br>GAINESVILLE, FL 32605 |

**ARTICLE IX - SUBSCRIBERS**

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefor are as follows:

| <u>Name</u>       | <u>Address</u>                                | <u>Number<br/>of Shares</u> | <u>Amount</u> |
|-------------------|-----------------------------------------------|-----------------------------|---------------|
| JEREMIAH GONGLOFF | 5150 NW 24TH TERRACE<br>GAINESVILLE, FL 32605 | 500                         | \$500.00      |

**ARTICLE X - EFFECTIVE DATE**

These Articles of Incorporation shall be effective on the date they are filed with the State of Florida, Division of Corporations.

**ARTICLE XI - REGISTERED AGENT**

The registered agent of this corporation shall be:

| <u>NAME</u>       | <u>ADDRESS</u>                                |
|-------------------|-----------------------------------------------|
| JEREMIAH GONGLOFF | 5150 NW 24TH TERRACE<br>GAINESVILLE, FL 32605 |

**ARTICLE XII - 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 a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 21 day of August, 2012.

  
JEREMIAH GONGLOFF  
5150 NW 24TH TERRACE  
GAINESVILLE, FL 32605  
(352) 514-0419

FILED  
12 AUG 27 PM 12:52  
CLERK OF COURT  
JANICE M. HARRIS  
GAINESVILLE, FL 32601

STATE OF FLORIDA     )  
                                      )  
COUNTY OF SEMINOLE    )

The foregoing instrument was acknowledged before me this 21 day of August, 2012, by JEREMIAH GONGLOFF, who is personally known to me or who has produced driver's license as identification and who did take an oath.

 Jessica Morgan  
COMMISSION #EE214503  
EXPIRES: JULY 05, 2016  
WWW.AARONNOTARY.com

  
Notary Public, State of Florida  
At Large

My Commission Expires: July 5, 2016

Having been named as Registered Agent and to accept Service of Process for the above-stated corporation at the place designated herein, 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.

  
JEREMIAH GONGLOFF  
5150 NW 24TH TERRACE  
GAINESVILLE, FL 32605  
(352) 514-0419

DATE: 8-21-12

**INCORPORATORS CONSENT TO ACTION IN LIEU OF  
ORGANIZATION MEETING**

**OF**

**JTG RESTAURANTS, INC..**

We, the undersigned, being all of the incorporators of the above stated corporation, do hereby agree, ratify, and give our consent to the action taken in lieu of the organization meeting of the corporation as hereinafter stated:

The Certificate of Incorporation was filed on August 21, 2012, with the Secretary of State, Division of Corporation, was ratified, and is a part of the record book of this corporation.

The following persons below named were appointed directors of the corporation serving for one year or until successors are appointed or elected and qualify for their respective offices:

JEREMIAH GONGLOFF

The following persons were appointed officers of the corporation serving for one year or until their successors are appointed or elected and qualify for their respective offices:

President: JEREMIAH GONGLOFF

Secretary: TINA GONGLOFF

Treasurer: JEREMIAH GONGLOFF

The Bylaws of the corporation, prepared by the corporations secretary for the corporation, were made a part of the record book and shall regulate the business conduct of the corporation.

The corporate seal was adopted, an impression being made hereon, and the specimen of the stock certificates which shall represent shares of stock in the corporation, were ratified and placed in the corporate record book

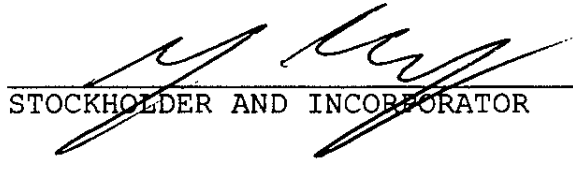
(corporate seal)

The directors of the corporation were authorized to issue such amounts of the unsubscribed stock of the corporation at such times and accept payment in the form of cash, real or personal property, labor, or other value proper under the law.

The treasurer of the corporation was authorized to open a bank account or accounts with such banks located at the following places and place the bank resolution in the corporate record book.

The certificate of Incorporation, Articles of Incorporation, and Bylaws are attached hereto and made a part hereof.

Signed and Executed on: August 21<sup>st</sup>, 2012.

  
\_\_\_\_\_  
STOCKHOLDER AND INCORPORATOR