

MAY-20-2016 FRI 05:02 PM

FAX NO.

P. 01/04

Division of Corporations

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To:

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From:

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Account Number : 075030000653  
Phone : (904) 359-7700  
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K. WHITE

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Email Address: hschev55@comcast.net

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
RIB MANAGEMENT COMPANY**

Certificate of Status	0
Certified Copy	0
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16 MAY 20 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

16 MAY 20 AM 8:34

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT OF  
THE ARTICLES OF INCORPORATION OF  
RIB MANAGEMENT COMPANY**

- A. The name of the corporation is Rib Management Company (the "Corporation").
- B. The Articles of Incorporation were filed with the Florida Secretary of State on February 18, 2014, and assigned Document Number P14000015326.
- C. Amendments to the Articles of Incorporation were adopted on May 12, 2016, by the sole shareholder and the sole member of the Board of Directors of the Corporation in order to amend and restate the Articles of Incorporation in their entirety to read as follows:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RIB MANAGEMENT COMPANY**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I-NAME**

The name of this Corporation is Rib Management Company.

**ARTICLE II-PRINCIPAL OFFICE**

The street address of the initial principal place of business and mailing address of this Corporation are 5040 West Tharpe Street, Suite 306, Tallahassee, Florida 32303.

**ARTICLE III-NATURE OF BUSINESS**

This Corporation is organized for the specific and exclusive purpose of operating one or more SONNY'S REAL PIT BAR-B-Q restaurants. This company may conduct any and all lawful business, but shall not undertake, assume or guarantee obligations or liabilities of any sort not directly related to this specific and exclusive purpose.

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ARTICLE IV-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, par value \$1.00 per share with one share having voting rights and the remaining 99 shares not having voting rights.

ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Harold A. Smith, 5040 West Tharpe Street, Suite 306, Tallahassee, Florida 32303.

ARTICLE VI-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VII-INCORPORATOR

The name and street address of the incorporator is David J. Hull, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE VIII-BYLAWS

The Board of Directors may adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE IX-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment and Restatement of the Articles of Incorporation this 12<sup>th</sup> day of May, 2016.

By: 

Harold A. Smith  
President

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, Rib Management Company, organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Rib Management Company.
2. The name and address of the registered agent and office are Harold A. Smith, 5040 West Tharpe Street, Suite 306, Tallahassee, Florida 32303.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, HAROLD A. SMITH HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. HAROLD A. SMITH FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT.

By: \_\_\_\_\_

Harold A. Smith

Date: May 12<sup>th</sup>, 2016