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14 APR 10 PM 12:39

EFFECTIVE DATE 4/7/14

*[Handwritten signature]*

LAW OFFICE OF  
**JONATHAN W. SHIRLEY, P.A.**  
ATTORNEY AND COUNSELOR AT LAW  
171 CIRCLE DRIVE  
MAITLAND, FLORIDA 32751

JONATHAN W. SHIRLEY  
ADMITTED IN FLORIDA,  
WEST VIRGINIA & VIRGINIA

BOARD CERTIFIED TAX LAWYER  
TELEPHONE (407) 629-8333  
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April 9, 2014

UPS Overnight Delivery

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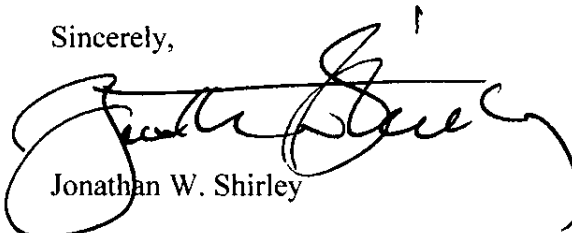
Re: Articles of Incorporation of Yellow Dog Eats Kitchen and Bar, Inc.

Dear Clerk:

Enclosed for filing are an original and one copy of the Articles of Incorporation of Yellow Dog Eats Kitchen and Bar, Inc., together with our firm's check in the amount of Seventy Dollars (\$70.00) in payment of the filing fee and registered agent fee. Please return a file stamped copy of the Articles of Incorporation to me.

If you have any questions, please contact me.

Sincerely,



Jonathan W. Shirley

JWS/g  
Enclosures  
cc: Mr. Dale O. Morgan

EFFECTIVE DATE 4/7/14

**ARTICLES OF INCORPORATION  
OF  
YELLOW DOG EATS KITCHEN AND BAR, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 APR 10 PM 12:33

The undersigned, acting as Incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a Corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Yellow Dog Eats Kitchen and Bar, Inc.

**ARTICLE II - DATE OF EXISTENCE**

This Corporation shall exist perpetually commencing on April 7, 2014.

**ARTICLE III - PRINCIPAL OFFICE**

The mailing address of the principal office of this corporation is 160 Glenridge Way, Winter Park, Florida 32789 and the street address of the principal place of business is 147 Canal Street, New Smyrna Beach, Florida 32168.

**ARTICLE IV - BUSINESS AND ACTIVITIES**

This Corporation may, and is authorized to, engage in any activity or business permitted and under the laws of the United States and of the State of Florida.

**ARTICLE V - CAPITAL STOCK**

(a) The maximum number of common shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000), of which Fifty Thousand (50,000) shares having a par value of \$.01 per share shall be shares of Class A voting common stock and Fifty Thousand (50,000) shares having a par value of \$.01 per share shall be shares of Class B nonvoting common stock.

(b) The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of common stock of each class, are as follows:

1. Holders of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Holders of Class B Common stock shall

be entitled to no vote for any share of Class B common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation.

2. Class A and Class B stock shall participate equally in dividend and liquidation rights.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 171 Circle Drive, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Jonathan W. Shirley. The Board of Directors may from time to time designate a new registered agent.

#### **ARTICLE VII - INCORPORATOR**

The name and street address of the Incorporator of this Corporation is:

Jonathan W. Shirley  
171 Circle Drive  
Maitland, Florida 32751.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

A. The initial number of Directors of this Corporation shall be one (1).

B. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, are:

##### **Name**

##### **Address**

Katheryn Lee Morgan

160 Glenridge Way  
Winter Park, FL 32789

**ARTICLE IX - INDEMNIFICATION**

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

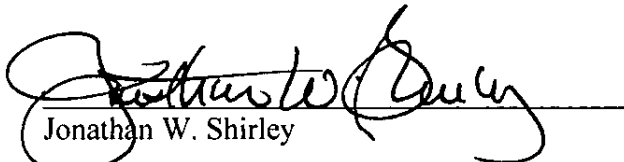
**IN WITNESS WHEREOF**, the undersigned Incorporator has made and subscribed these Articles of Incorporation at Maitland, Orange County, Florida, this 9th day of April, 2014.

  
Jonathan W. Shirley, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for Yellow Dog Eats Kitchen and Bar, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

**DATED** this 9th day of April, 2014.

  
Jonathan W. Shirley