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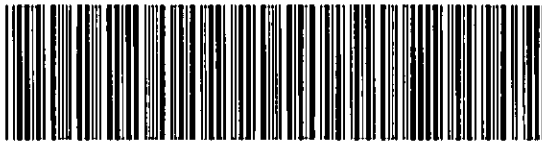
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**BAKER DONELSON**  
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December 14, 2018

**Via Federal Express**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 322301  
Tel: 850-245-6052

Re: RCD Restaurants, Inc. - Articles of Incorporation

Dear Filing Official:

Enclosed please find 1 original plus a copy of the Articles of Incorporation (with Designation of Registered Agent) for RCD Restaurants, Inc. for filing with the Department of State, along with our Check in the amount of \$87.50 for the filing fee, certified copy, and certificate of status.

Please send the certified copy and certificate of status to us as quickly as possible. Thank you and Happy Holidays!

Best regards,



Jan DeJulio

Enclosures

4847-9513-9458v1  
2923254-000001

**ARTICLES OF INCORPORATION**  
**OF**  
**RCD RESTAURANTS, INC.**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

**NAME**

The name of this Corporation shall be RCD Restaurants, Inc. (the "Corporation"), and its principal place of business and mailing address shall be 7677 Dr. Phillips Boulevard, Suite 220, Orlando, Florida 32819.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall commence corporate existence on the date of filing these articles of incorporation with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**PURPOSE: GENERAL POWERS**

The general purpose of the Corporation shall be to invest or hold equity interests in one or more restaurant operating entities, to provide restaurant management services, and to transact any and all lawful business related thereto. The Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended (the "Act"), and all such other powers as are permitted by applicable law.

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**ARTICLE IV**  
**CAPITAL STOCK**

1. **Number and Classes of Shares Authorized; Par Value.** This Corporation is authorized to issue one hundred (100) shares of voting common stock ("Voting Stock"), each having one dollar (\$1.00) par value, and one hundred (100) shares of non-voting common stock ("Non-Voting Stock"), each having one dollar (\$1.00) par value. Voting Stock and Non-Voting Stock shall have identical rights to distribution and liquidation proceeds.

2. **Voting Rights.** The holders of Voting Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders. Each record holder of Voting Stock shall be entitled to one vote for each share held. Shareholders holding Voting Stock shall have no cumulative voting rights in any election of directors of the Corporation. The holders of Non-Voting Stock shall be entitled to one vote for each such share only on those matters on which the Act require holders of non-voting shares to vote.

3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. **No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

## ARTICLE V

### S CORPORATION STATUS

1. **S Election.** The Corporation has elected, or intends to elect, to be taxed as a Subchapter S corporation under the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation may not authorize or issue any class of stock that would constitute a "second class of stock" under Treasury Regulations §1.1361(l)(1) or any amended or replacement regulation. No shareholder shall do any act (including the sale or transfer of his or her stock in the Corporation) which would contravene or revoke the Corporation's election to be taxed as a Subchapter S corporation. Any such action shall be null and void unless a majority of the shareholders holding Voting Stock approve such action.

2. **Required Distributions.** The Corporation shall make distributions no later than April 15 of each year in an amount sufficient to pay the shareholders' estimated income taxes under the Code (computed at the highest individual tax rate) and which arise out of the net earnings of the Corporation attributed to them unless the Corporation is prohibited from making the distribution under Florida law or by lenders to the Corporation.

3. **Qualified Purchasers and Recipients of Stock.** The purchaser or recipient of any shares of stock of the Corporation must be a person qualified to be a shareholder of an S corporation as determined under the Code. No purchase or transfer of the stock of the Corporation shall be valid unless the purchaser or recipient of the stock qualifies under the Code as a holder of S Corporation stock. The Corporation may refuse to transfer stock to any non-qualified purchaser or recipient or to the trustee of a trust which the Corporation determines is not a qualified shareholder of a Subchapter S corporation.

4. **Legend.** The following legend shall appear conspicuously on each share certificate issued by the Corporation:

"The shares evidenced by this certificate may not be transferred to any party that is not a permitted shareholder of stock in a Subchapter S corporation without the written consent of shareholders owning a majority of the stock of the Corporation entitled to vote."

5. **Shareholder Action.** This Article V may not be amended, and any other actions of the shareholders that would disqualify the Corporation as a Subchapter S corporation under the Code will not be permitted, without the vote of two-thirds (2/3'rds) of the Voting Stock.

## **ARTICLE VI**

### **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 200 South Orange Avenue, Suite 2900, Orlando, Florida 32801, and the name of the initial registered agent of the Corporation at that address is Martha Anderson Hartley. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the bylaws. The name and street address of the initial director of the Corporation are:

Richard D. Debler      7677 Dr. Phillips Boulevard, Suite 220, Orlando, Florida 32819

## **ARTICLE VIII**

### **INCORPORATOR**

The name and street address of the person signing these Articles as Incorporator is: Martha Anderson Hartley, c/o Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, 200 S. Orange Avenue, Suite 2900, Orlando, Florida 32801.

**ARTICLE IX**

**BYLAWS**

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

**ARTICLE X**

**INDEMNIFICATION**

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

**ARTICLE XI**

**AMENDMENT**

The 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 XI**

**HEADINGS AND CAPTIONS**

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set her name and seal this 14<sup>th</sup> day of December, 2018.

 (SEAL)  
Martha Anderson Hartley, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

RCD Restaurants, Inc., desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 7677 Dr. Phillips Boulevard, Suite 220, Orlando, Florida 32819, has named and designated Martha Anderson Hartley, with a registered office located at 200 South Orange Avenue, Suite 2900, Orlando, Florida 32801, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity; and the undersigned is familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and the undersigned further agrees to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of the undersigned's duties as Registered Agent.

Dated as of this 14<sup>th</sup> day of December, 2018.

REGISTERED AGENT:

  
\_\_\_\_\_  
Martha Anderson Hartley