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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**C2RW Restaurant Group, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
C2RW RESTAURANT GROUP, INC.**

The undersigned, acting as incorporator of C2RW Restaurant Group, Inc. under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is C2RW Restaurant Group, Inc. (the "Corporation").

**ARTICLE II - ADDRESS**

The street address of the Company's principal office is:

205 W. 4th Street  
Carrabelle, Florida 32322

The mailing address of the Company's principal office is:

P.O. Box 1107  
Carrabelle, Florida 32322

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE**

The Corporation will exist perpetualiy. These Articles of Incorporation shall be effective as of March 17, 2023, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares the Corporation is authorized to issue is 1,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The Corporation hereby (i) designates 402 NW 6th Street, Carrabelle, Florida 32322, as the street address of the Company's registered office, and (ii) names Clark Klinkenberg II, as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by:  
Driver, McAfee, Hawthorne & Diebenow, PLLC  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

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ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1). The following individuals shall serve as directors of the Corporation until their respective successors are duly appointed or elected and qualified pursuant to the applicable conditions, provisions and terms of the Bylaws, or until the earlier of such directors' respective death, removal or resignation:

Clark Klinkenberg, Sr.  
P.O. Box 1107  
Carrabelle, Florida 32322

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Clark Klinkenberg, Sr.	P.O. Box 1107 Carrabelle, Florida 32322

ARTICLE IX - INDEMNIFICATION


The Corporation will indemnify each of its directors and officers and former directors and officers to the fullest extent permissible under applicable law. Except as prohibited by the Act, any such director or officer will be entitled to indemnification by the Corporation in any action, suit or proceeding (including any appeal thereof) resulting from the fact that he or she is or was a director or officer of the Corporation or is or was serving at the Corporation's request as a director, officer, employee or agent of another corporation, joint venture, partnership, trust or other enterprise, if he or she acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the Corporation's best interests and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The Corporation may, before final disposition of any action, suit or proceeding (including any appeal thereof), advance funds to pay for or reimburse expenses incurred in connection with such action, suit or proceeding by an individual who is a party thereto because he or she is or was a director or officer of the Corporation if the director or officer delivers to the Corporation a signed written undertaking to repay any funds advanced if (a) the director or officer is not entitled to mandatory indemnification under the Act and (b) it is ultimately determined that he or she has not met the relevant standard of conduct or is otherwise not entitled to indemnification under the Act, these Articles of Incorporation or the Corporation's bylaws.

ARTICLE X - JURISDICTION AND VENUE

Unless the Corporation consents in writing to the selection of an alternative forum, a federal court assumes exclusive jurisdiction, the federal and state courts sitting in the State of Florida shall be the sole and exclusive fora for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or to its shareholders, (c) any action asserting a claim arising pursuant to any condition, provision or term of the Florida Business Corporation Act, these Articles of Incorporation or the Corporation's bylaws, or (d) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article X.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

  
\_\_\_\_\_  
Clark Klinkenberg, Sr., Incorporator

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned (i) agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and (ii) acknowledges that the undersigned is familiar with and accepts the obligations of such position.

Dated: March 16, 2023

Clark Klinkenberg II  
Clark Klinkenberg II

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