

TRANSMITTAL LETTER

FILED

RECEIVED

SECRETARY

DEPARTMENT of STATE
DIVISION of CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: TUXEDO FEEDS, INC.
(Proposed corporate name - must include suffix)

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

- ☐ \$70.00 Filing Fee
- ☐ \$78.75 Filing Fee & Certificate
- ☐ \$122.50 Filing Fee & Certified Copy
- ☐ \$131.25 Filing Fee, Certified Copy & Certificate

FROM:

DAVID L. REED

Name (Printed or Typed)

1232 LAKEVIEW DRIVE

Address

EUSTIS, FL 32726

City, State & Zip

(904) 483-1276

Daytime Telephone Number

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



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 28, 1994

DAVID L. REED
1232 LAKEVIEW DRIVE
EUSTIS, FL 32726

SUBJECT: TUXEDO FEEDS, INC.
Ref. Number: W94000027443

We have received your document for TUXEDO FEEDS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 994A00054644

**SUPERIOR SERVICE
ASSOCIATES INC**



Attn: Sharon Tuck June 4 1992

Thanks for your patience and
very kind assistance. I will
guarantee you that you will
like my next submission

Dave Reed

**CORPORATE RESOLUTIONS
OF
TUXEDO FEEDS INC**

FILED
ON JAN 19 PM 12:12
SECRETARY

ARTICLE I:

This AGREEMENT signed this 5 day of JANUARY 1995, between the ALVIN G. KRUSE and GARY E. MULINI, and the BOB MARTINEZ, DAVID L. REED and HARVEY SPEARS, hereafter referred to as PRINCIPALS, do hereby agree to engage in the business of a RESTAURANT & LOUNGE, located at 402 North Bay Street, Eustis, Florida, and pursuant to the Uniform Act of the State of Florida, hereby form a Privately held, Sub"S" Corporation. The name of the Business that will be incorporated is TUXEDO FEEDS INC.

ARTICLE II:

The principal office of the corporation shall be located at:

1232 LAKEVIEW DRIVE, EUSTIS, FLORIDA 32726

additional or substitute offices may be agreed upon from time to time by the parties.

ARTICLE III:

The Corporation's existence shall be to operate a restaurant and lounge and shall commence as soon as the corporation is filed and it shall continue until dissolved either by mutual agreement or by operation of law. The Corporation will issue 1500 shares of stock, and will be distributed as follows:

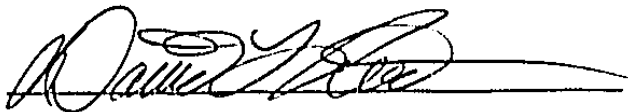
KRUSE & MULINI	51%
MARTINEZ	5%
REED	13%
SPEARS	12%

TO BE ASSIGNED 19%

ARTICLE IV:

The registered agent for the corporation is:

David L. Reed, at 1232 Lakeview Drive, Eustis, Florida 32726

A handwritten signature in black ink, appearing to read 'David L. Reed', is written over a horizontal line.

David L. Reed

ARTICLE V:

The incorporating officer is: David L. Reed, 1232 Lakeview Drive, Eustis, Florida 32726.

Decisions by the Corporation shall be made by majority vote and according to the amount of shares held. KRUSE & MULINI owning 51% of the corporation, will have the sway vote in all restaurant business decisions.

ARTICLE VI:

The corporation will establish the guidelines for electing or appointing its board of directors in accordance with the Bylaws to be established at the next corporate meeting. Corporation capital shall be in the form of a deposit on proposed restaurant property by KRUSE & MULINI, and SERVICES by MARTINEZ, REED and SPEARS. The corporation ownership will be as follows:

KRUSE & MULINI 51%

MARTINEZ 5%

REED 13%

SPEARS 12%

TO BE ASSIGNED 19%

The principals shall share in profits and losses in the same proportion as their capital contributions as mentioned above. No interest shall be paid on capital contributions. No principal shall have the right to demand repayment of their capital contribution unless the same is through dissolution of the corporation and a winding up of its affairs.

ARTICLE VII:

1. The following principals will serve as directors of TUXEDO FEEDS INC

ALVIN G. KRUSE
8637 CONTOURA DR.
ORLANDO, FLORIDA 32810

GARY E. MULINI
555 HEATHERBRITE CIRCLE
APOPKA, FLORIDA 32712

BOB MARTINEZ
1211 N. WESTSHORE BLVD.
TAMPA, FLORIDA 33607-4506

DAVID L. REED
1232 LAKEVIEW DRIVE
EUSTIS, FLORIDA 32726

HARVEY SPEARS
615 MORNINGSIDE DRIVE
EUSTIS, FLORIDA

2. MARTINEZ, REED & SPEARS WILL NOT PARTICIPATE IN OWNERSHIP of the property. KRUSE & MULINI will apply for the Loans & Grants to acquire the property, restore the property, and furnish the facility with the necessary equipment. Therefore, they will be the sole owners of the property, unless they share ownership with another party through the unassigned 19% of shares available in the corporation. MARTINEZ, REED & SPEARS services will be to conduct the coordination with the city and state for the grants and low interest loans, incorporate the name TUXEDO FEEDS, manage the

marketing, and oversee the construction of the facility. They will not be cosigners of the grants or loans, and therefore will not participate in responsibility of the indebtedness, or ownership of the said property.

3. This Corporation shall terminate upon the death, bankruptcy or incompetency of the corporation to perform. In the event of the death of a principal, thereupon the remaining Principals shall act as trustees for the deceased Principal and shall promptly wind up the affairs of the Corporation unless the remaining Principals agree they will continue the business of the Corporation. In such, that the remaining members choose to continue the corporation, the beneficiaries of the deceased member will have the right to choose to continue with the corporation or to settle for a fair buyout of the deceased principals shares of corporate stock owned. In the event the shares are offered to the corporate principals, each principal may equally share in the buying of the deceased principal's stock, or may elect not to share; but for those who choose to participate in the purchasing of the said stock, to them it will be offered on an equal split basis. However, if all principals agree, there is nothing to prohibit one principal from purchasing all of the stock from the deceased principal's beneficiary.

4. For principals who choose to separate from the corporation, their shares will first be offered to the corporation, and will be offered to members of the corporation in the same equal basis manner as stated in paragraph 3, above. In the event that the corporation as a whole, or none of the corporate principals choose to purchase the stock of the departing principal, then the departing principal may offer his stock to parties outside of the corporation.

5. The distribution of assets upon dissolution or final liquidation shall be fairly distributed

among the principals, according to the percentage of stock held in the corporation, as stated in ARTICLE IV; and after all indebtedness has been cleared for the corporation

6. Books of account of the transactions of the corporation shall be kept at the principal place of business of the corporation (restaurant). The books of account of the corporation shall be available for inspection by all principals at all times. A year end review will be completed by a Certified Public Accountant for the corporation. All members will be required to report all transactions related to the corporate business promptly and accurately.

7. The Corporation shall determine each month the net profit and loss of the business and the same shall be divided in the same proportion as contributions to capital. The principals, may by majority vote, agree to distribute any surplus or may allocate surplus to the capital account of each principal.

8. The Principals shall be entitled to withdraw a sum up to \$3,000.00, that will be deducted from their share of future profits. Draws of this nature will be made known and approved by all Principals before funds are disbursed.

9. The sum of monthly withdrawals approved for the Principals will be decided at a later date and set forth in the bylaws.

10. Each Principal shall have the right to participate in the management of the affairs of the Corporation in the ordinary course of the Corporation's business. However, no Principal shall have authority to:

a. confess judgement against the corporation;

b. borrow on the credit of the corporation or guarantee the debts of others with the

Corporation's credit except for transactions under \$1,000 00 within the ordinary course of business of the Restaurant & Lounge,

c. convey substantially all of the corporation's assets,
without prior approval by majority vote.

11. The day to day affairs of the Corporation shall be managed by a management committee, which shall consist three Principals. The overall business management of the corporation shall be conducted through corporate meetings with all available members present, and shall have the authority by its majority vote to operate all of the business of the corporation, save those items specifically reserved for the management committee.

Bob Martinez



David L. Reed

Harvey Spears

Alvin G. Kruse

Gary E. Mulini

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TUXEDO FEEDS, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

DAVID L. REED
(Name)

1232 LAKEVIEW DRIVE
(Street address - P. O. Box not acceptable)

EUSTIS, FLORIDA 32726
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(Signature)

Jan 1 1995
(Date)

Registered Agent filing fee \$35.00