

P95000003643

ROGERS, TOWERS ET AL.

(Requestor's Name)

106 South Monroe St. (unit B)

(Address)

Tallahassee, Florida 32301 (222-7200)

(City, State, Zip)

(Phone #)

RECEIVED

DEC -8 PM 11:52

DIVISION OF CORPORATION

OFFICE USE ONLY

Call Pat or Tami if problems -222-7200

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-12/08/94--01054--021
70.00 *70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Radi Inc. (Document #)
(Corporation Name)
2. _____ (Document #)
(Corporation Name)
3. _____ (Document #)
(Corporation Name)
4. _____ (Document #)
(Corporation Name)

☐ Walk in ☒ Pick up time 11:00

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Rth. filed
stamped copy*

W94-26204
502

KAN 12-8

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 8, 1994

ROGERS, TOWERS ET AL.
106 S. MONROE STREET
UNIT B
TALLAHASSEE, FL 32301

SUBJECT: RADS, INC.
Ref. Number: W94000026204

We have received your document for RADS, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 094A00052341

ARTICLES OF INCORPORATION
OF
RADS RESTAURANT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 13 PM 1:13

FIRST: The name of this corporation is:

RADS RESTAURANT, INC.

SECOND: The general nature of the business or businesses to be transacted is as follows:

To do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including but not limited to:

To own and operate a restaurant/bar/entertainment facility.

To purchase develop, subdivide, improve, lease and sell real estate and any improvements constructed thereon.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms the corporation's board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of the par value of One Cent (\$0.01) each.

FOURTH: This corporation is to have perpetual existence. Corporate existence shall commence effective with the filing of these Articles with the Secretary of State.

FIFTH: The principal office of this corporation will be at 6715-4 Powers Avenue, Jacksonville, Florida 32217, or such other address as the Board of Directors may from time-to-time designate.

SIXTH: The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

SEVENTH: The names and addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

<u>NAMES</u>	<u>ADDRESS</u>
Douglas B. Grosse	6715-4 Powers Avenue Jacksonville, Florida 32217
Randall R. Stewart	6715-4 Powers Avenue Jacksonville, Florida 32217

EIGHTH: The name and address of the sole incorporator of the corporation is as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Douglas B. Grosse	6715-4 Powers Avenue Jacksonville, Florida 32217

NINTH: The street address of the initial registered office of this corporation is 1301 Gulf Life Drive, Suite 1500, Jacksonville, Florida 32207 and the name of the initial registered agent of this corporation at that address is A. Barry Grosse.

TENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of Florida law) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter proscribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 13 day of January, 1995.

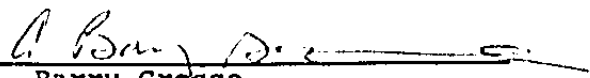

Douglas B. Grosse

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That Rada / Restaurant, Inc., a corporation duly organized and existing under the laws of the State of Florida, has named A. Barry Grosse as its Registered Agent, located at 1301 Gulf Life Drive, Suite 1500, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


A. Barry Grosse