

P95000006786

TRANSMITTAL LETTER

FILED

95 JAN 23 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

FEB 1 1995

4000013879724
-01/24/95--01080--004
*****78.75 *****78.75

SUBJECT: PSL PROPANE & GRILL PARTS, 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:

DONALD E. HORNER

Name (printed or typed)

413 SW HIBISCUS STREET

Address

PORT ST. LUCIE, FL 34983

City, State & Zip

407-878-0410

Daytime Telephone number

JAN 26 1995 BSB

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

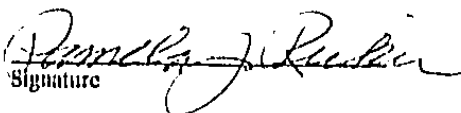
Affidavit to Relinquish Corporate Name

January 17, 1995

The purpose of this document is to relinquish all rights to the name,

PSL Propane & Grill Parts, Inc.

The undersigned, Pamela J. Ricker, as an officer and director of the involuntarily dissolved Florida corporation "PSL Propane & Grill Parts, Inc.", hereby affirms that she has no intention of reinstating the said corporation, and relinquishes all rights to the above name. She further states that substantially all of the assets of the business currently operating under the name, "Pamela J. Ricker D.B.A. PSL Propane & Grill Parts", a sole proprietorship, have been sold to Donald E. Horner. She further states that she understands that Donald E. Horner intends to incorporate the business under the name "PSL Propane & Grill Parts, Inc.", and that she has no objections to this action.


Signature

SWORN TO AND SUBSCRIBED before me this the 16 th day of Jan, 1995, by Pamela J. Ricker, a single woman, who produced Florida driver's license as identification.

MY COMMISSION EXPIRES:


NOTARY PUBLIC.

LISA M. CICCONE
Notary Public, State of Florida
My Commission Expires Feb. 26, 1996
Comm. No. CC 183363

ARTICLES OF INCORPORATION

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95 JAN 23 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

EFFECTIVE DATE

The name of the corporation shall be: P&L Propane & Grill Parts, Inc. FEB 1 1995

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
917 SW Biltmore Street
Port St. Lucie, Florida 34983

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 Shares. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
Donald E. Horner
413 SW Hibiscus Street
Port St. Lucie, Florida 34983

ARTICLE V INCORPORATOR

The name and address of the incorporator to these articles of Incorporation is:
Donald E. Horner
413 SW Hibiscus Street
Port St. Lucie, Florida 34983

ARTICLE VI DATE OF COMMENCEMENT

The duration of the corporation is perpetual. The date of commencement of corporate existence shall be: February 1, 1995.

ARTICLE VII PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in the business of dispensation of Liquid Propane Gas, retail sale of LPG appliances and parts including but not limited to grills, repair and installation of LPG fixtures and appliances, and retail sale of related items and accessories.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Statutes or engage in any other trade or business which can, in the opinion of the directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, including but not limited to the right to purchase and hold property in the corporate name, to act as general partners in limited partnerships and to develop commercial and industrial real property.

ARTICLE VIII ISSUANCE OF STOCK

The corporation is authorized to issue only one (1) class of stock and issued stock shall be held of record by not more than fifteen (15) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens. It is the purpose and intention of the incorporator hereto that this corporation be established as a Sub-Chapter S corporation and that all applicable Internal Revenue Code regulations and other controlling legislation pertaining to and/or authorizing Sub-Chapter S corporations shall be construed to apply to this corporation in order that this corporation may comply with and maintain in the discretion of the incorporator, its Sub-Chapter S status.

ARTICLE IX DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of the person who is to serve as the member of the initial Board of Directors is:

Donald E. Horner, Chairman
413 SW Hibiscus Street
Port St. Lucie, Florida 34983

ARTICLE X OFFICERS

The name and address of each officer is:

Donald E. Horner
President, Treasurer and Secretary
413 SW Hibiscus Street
Port St. Lucie, Florida 34983

ARTICLE XI LIABILITY INSURANCE

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such,

whether or not the corporation would have authority to indemnify him against such liability under the provisions of these Articles, or under law.

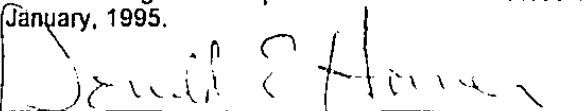
ARTICLE XII SALE OF STOCK

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. (Net asset value shall be determined by obtaining three (3) independent appraisals for the value of the shares and taking an average thereof. The independent appraisers shall be licensed and qualified to perform such appraisals and shall be selected one by the shareholder wishing to sell his or her shares, one by any remaining shareholders, and the two of these appraisers shall select a third appraiser). Such offer shall be in writing, shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of receipt of same by the corporation. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he or she may see fit. Provided further however that should any stockholder receive an offer to purchase his or her shares from a non-shareholding party, said stockholder must give the other existing stockholders an opportunity to purchase his or her shares at the same price as the bona fide written offer made by a non-shareholding party. Said offer shall be relayed to the existing stockholders with a copy of the written offer of purchase by registered or certified mail and the corporation shall have thirty (30) days within which to purchase the selling stockholder's shares under the same terms and conditions as the written offer provided from the non-shareholding prospective purchaser. In any event however, no stockholder shall obtain a written offer from a non-shareholding party without obtaining at least fifty percent (50%) of the purchase price set forth in said written offer at the time the contract to sell is executed between the stockholder and the prospective non-shareholding purchaser and the contract shall provide that said moneys shall be held in an escrow account for the benefit of the purchaser with the balance to be paid at closing. Said deposit to be forfeited if purchaser does not close under the terms of the contract; and the contract shall provide that the sale of shares by a stockholder to a non-shareholding party is subject to the rights of the corporation to purchase the stock under the same terms and conditions as set forth in the contract.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

The undersigned incorporator has executed these Articles of Incorporation this 17th day of January, 1995.



Signature

**CERTIFICATE OF DESIGNATION OF
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: PSL PROANE & GRILL PARTS, Inc.

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

DONALD E. HOWER

(Name)

413 SW HIBISCUS STREET

(P.O. Box not acceptable)

PORT ST. LUCIE, FL 34983

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Donald E. Hower

(Signature)

1-17-95

(Date)



P95000006786
Gas & Grills Inc.

917 SW Hillmore Street, Port St. Lucie, Florida 34983
407-871-0366 FAX 407-871-7084
formerly PSL Propane & Grill Parts, Inc.

August 14, 1995

400001564864
-00/21795--01000--002
*****43.75 *****43.75

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Please file the amended article of incorporation for my corporation, document number P95000006786, currently named PSL Propane & Grill Parts, Inc. The amendment has the sole purpose of changing the name to Port St. Lucie Gas & Grills, Inc. There are no other changes in officers, directors or registered agent.

Enclosed is our check for \$43.75, to cover the filing fee of \$35.00 and a certificate of status for \$8.75.

In addition to the numbers listed above, I may also be reached at home at 407-878-0410, or by Email at 71324.3225@compuserve.com.

Sincerely,

Donald E. Horner
President

FILED
95 AUG 18 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*N.C.
Amend.*

N. HENDRICKS AUG 22 1995

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PSL PROPANE & GRILL PARTS, INC.**

FILED
95 AUG 18 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment Adopted: Article I, Name: The name of this corporation shall be:

Port St. Lucie Gas & Grills, Inc.

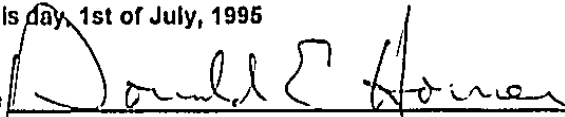
SECOND: The amendment makes no exchanges, reclassifications or cancellations, or no other changes regarding issued shares.

THIRD: The amendment was adopted on July 1, 1995

FOURTH: The amendment was adopted by the Board of Directors and approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this day, 1st of July, 1995

Signature



President

Donald E. Horner
President