

2-6-95
P95000011496

Charter Number Only

Oficina Madrigal
Requestor's Name
4160 W. 16 AVE. #210
Address
Hialeah FL 33012.
City State ZIP Phone

ACTION ONLY

000001399130
-02/01/95--01050--002
****122.50 ****122.50

CORPORATION(S) NAME

CASA Romeu Restaurant #3 INC.

FILED
95 FEB 10 AM 10:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

EMPIRE Toll Free: 1-800-432-3028

- ☒ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
- ☐ Amendment
☐ Dissolution
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of Registered Agent
☐ Certificate Under Seal
☐ After 4:30
☒ Pick Up
☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

H. SIMS FEB 10 1995

CERTIFIED COPY
cab 70
cab 71
cab 72

unclear
to give out all
signers
date must
be same as
notary



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 7, 1995

EMPIRE

TALLAHASSEE, FL

SUBJECT: CASA ROMEU RESTAURANT #3 INC.
Ref. Number: W95000002778

FILED
95 FEB 10 11:04:45
DIVISION OF CORPORATIONS

We have received your document for CASA ROMEU RESTAURANT #3 INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

IN ORDER FOR ME TO GIVE YOU DATE OF ACKNOWLEDGEMENT FOR YOUR EFFECTIVE DATE THE DATE OF NOTARY MUST BE THE SAME.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 795A00005174

RECEIVED
95 FEB 10 AM 10:47
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. -NAME-

THE NAME OF THIS CORPORATION IS: CASA ROMEU RESTAURANT #3 INC.

ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF Filing of these articles.

ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF RESTAURANT, SELL, RENT, LEASE CONVEY, MORTGAGE, OR OTHERWISE ACQUIRE OR DISPOSE OF OR ENCUMBER REAL ESTATE, REAL PROPERTY, PERSONAL PROPERTY, CHATTELS REAL, CHOSEN IN ACTION, NOTES, BONDS, STOCKS, MORTGAGES, SECURITIES AND ANY INTEREST THEREIN FOR ITSELF OR FOR OTHERS. TO LEND AND BORROW MONEY AND SECURE PAYMENT THEREOF BY ACCEPTING OR GIVING MORTGAGES, PERSONAL ENDORSEMENTS, ASSIGNMENTS OF PERSONAL PROPERTY OR OTHER SECURITY. THE FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY A AMENDMENT THEREOF.

FILED
95 FEB 19 11 10 45
CLERK OF STATE
OF FLORIDA

ARTICLES IV. -CAPITAL STOCK-

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V. -PREEMPTIVE RIGHTS-

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RIDE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 4801 SOUTH UNIVERSITY DR. DAVIE FL, 33028
AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: HERIBERTO ROMEU

ARTICLE VII. - INCORPORATION-

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES ARE:

HERIBERTO ROMEU	NURY ROMEU
8325 N.W. 156TH TERRA	8325 N.W. 156TH TERRA
MIAMI, FL. 33016	MIAMI, FL. 33016

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE IX.-RESTRICTIONS ON TRANSFERS OF STOCK

ARTICLE IX.-RESTRICTIONS ON TRANSFERS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED
INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE
THEIR NAMES:

HERIBERTO ROMEU, PRESIDENT & TREASURER.-----60% SHARES
NURY ROMEU, SECRETARY-----40% SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR
OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST
OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE
PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE
OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT
AMONG ALL OF THE SHAREHOLDERS.

ARTICLES X. -CALLING OF SPECIAL MEETINGS.

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED
MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN
NOTICE.

ARTICLE XI. -SHAREHOLDER QUORUM & VOTING-

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE,
REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A
MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE
VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE
MEETING ENTITLE TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE
SHAREHOLDERS.

ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED.-

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE

ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED.-

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIV.-POWERS-

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE XV.-MEETINGS BY TELEPHONE CONFERENCE.

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

ARTICLE XVI.- ACTION BY SHAREHOLDERS WITHOUT A MEETING

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

ARTICLE XVII.-DIVIDENDS-

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

ARTICLE XVIII.-INDEMNIFICATION -

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIX. -AMENDMENT-

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XX. -NOTICE-

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS: 4801 SOUTH UNIVERSITY DR.
DAVIE, FL 33028

ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS

THIS CORPORATION SHALL HAVE ONE DIRECTOR, HIS NAME AND ADDRESS ARE AS FOLLOWS:

HERIBERTO ROMEU
4801 SOUTH UNIVERSITY DR.
DAVIE, FL. 33028

ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS -

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

4801 SOUTH UNIVERSITY DR. DAVIE, FLORIDA

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 25TH DAY OF JANUARY, 1995.

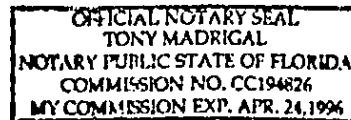
Heriberto Romeu
HERIBERTO ROMEU, PRESIDENT
Nury Romeu
NURY ROMEU, SECRETARY

STATE OF FLORIDA
COUNTY OF DADE

BEFOREME, A NOTARY PUBLIC, AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE OF COUNTY SET FORTH, PERSONALLY
APPEARED AND KNOWN BY ME. THE PERSONS WHO EXECUTED THE FOREGOING
ARTICALS OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE
AFOREMENTIONED THIS 6TH DAY OF THE MONTH FEBRUARY
THE YEAR NINETEEN HUNDRED AND FOUR.

Tony Madrigal
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM MAY BE
SERVED.

IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED;

FIRST: CASA ROMEU RESTAURANT #3 INC.
Name of Corporation

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF DAVIE, STATE OF FLORIDA HAS NAMED HERIBERTO ROMEU LOCATED AT 4801 SOUTH UNIVERSITY DR. CITY DAVIE, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE

Corporate officer

TITLE

DATE _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY AND I FURTHER

AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

RESIDENT AGENT

DATE _____

三

95 FEB 10 11 30 AM '43

Figure 1

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FILED

95 SEP 25 PM 12:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requester's Name)
CASA ROMEU RESTAURANT # 3 INC.
4801 SOUTH UNIVERSITY DRIVE
DAVIE FL 33328

OFFICE USE ONLY

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

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

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

AMENDMENTS	
<input checked="" 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

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-09/26/95--01061--005
*****52.50 *****52.50

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

N. HENDRICKS OCT 5 1995

Examiner's Initials _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED

95 SEP 25 PM 12:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CASA ROMEU RESTAURANT #3 INC.

(present name)

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(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE IX

SEE ATTACHMENT.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 05/09/95

FOURTH: Adoption of Amendment(s) (check one)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

CASA ROMEU RESTAURANT #3 INC.

ARTICLE IX. RESTRICTION ON TRANSFERS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

HERIBERTO ROMEU, PRESIDENT & TREASURER.....50%

NURY ROMEU, SECRETARY.....50%

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS.

Signed this 1 FIRST day of SEPTEMBER, 1995.

Signature Heriberto Romo
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

HERIBERTO ROMO

Typed or printed name

CHAIRMAN, PRESIDENT

Title