

MOSS & JACOBUS
P95000014828

February 20, 1995

LAW OFFICES

Joel S. Moss, P.A.
Bruce W. Jacobus, P.A.

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001411816
-02/21/95--0116--013
****122.50 ****122.50

Re: PB Gold, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for PB Gold, Inc. together with our check in the amount of \$122.50 to cover the fee for incorporation. Also enclosed is the Certificate of Resident Agent.

Also, please file these Articles Of Incorporation upon receipt on February 21, 1995, and return a copy of the letter from the State of Florida which states the date of filing and the charter number of the corporation.

Thank you for your assistance in this matter.

Sincerely,

THE LAW OFFICE OF JOEL S. MOSS

Rachelle M. Hegedus

BY: Rachelle M. Hegedus
Secretary to
Joel S. Moss

/rmh

Enclosure

SPG

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 21 PM 2:06

FILED
SECRETARY OF STATE
95 FEB 21 PM 2:05
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
PB GOLD, INC.

The undersigned, as a subscriber to these Articles of Incorporation, being a natural person, competent to contract and to render services under the laws of the State of Florida, hereby presents and adopts these Articles of Incorporation under the Florida General Corporation Act, and all other laws of the State of Florida.

ARTICLE I

The name of the Corporation is PB GOLD, INC., which is located at 151 Seaview Street, Melbourne Beach, Florida 32951.

ARTICLE II

The term of existence of this Corporation shall be perpetual.

ARTICLE III

The purpose for which this Corporation is organized is to engage in the ownership and management of restaurants and lounges and any other lawful business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

The aggregated number of shares of stock which the Corporation has authority to issue is 200, all of which shall be common shares with a par value of \$10.00.

ARTICLE V

The street address of the registered office of the Corporation shall be 151 Seaview Street, Melbourne Beach, Florida 32951. The name of the registered agent at such address is Pamela Bechtold. The Board of Directors may from time to time name another registered agent or move the registered office to any other address in the State of Florida.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two (2) members. The names and addresses of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Robert Bechtold	151 Seaview Street Melbourne Beach, FL
Pamela Bechtold	151 Seaview Street Melbourne Beach, FL

All Directors of the Corporation shall be of a legal age and shall be legal residents of the United States of America. The number of Directors may be either increased or decreased from time to time.

ARTICLE VII

No individual shall be appointed as a Director of the Corporation unless he or she is a holder of not less than (1) share of common stock in the Corporation. Should any Director cease to hold such stock, his or her position as Director shall be deemed vacant.

ARTICLE VIII

The business of the Corporation shall be conducted by a President, Vice-President, Secretary and Treasurer. The Officers who shall serve for the first year, or until such time as a successor(s) are chosen are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Pamela Bechtold	President	151 Seaview Street Melbourne Beach, FL
Robert Bechtold	Vice-President, Secretary & Treasurer	151 Seaview Street Melbourne Beach, FL

ARTICLE IX

The name and address of the incorporator is: Pamela Bechtold, 151 Seaview Street, Melbourne Beach, Florida 32951.

c:\corporation\artincorp

ARTICLE X

Except as otherwise provided by law, the entire voting power for the election of the Directors shall be vested exclusively in the Shareholders of the outstanding common shares. However, the holders of all outstanding common shares of the Corporation may, by separate written document, agree to a predetermined vote of their shares with regard to questions of election of Directors, the election and direct appointment of Officers, appointment of employees and the issuance of dividends. Said written document may also place regulative or restrictive provisions of the sale or disposition of the outstanding shares of Corporate stock. Such regulations or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless notice of the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE XI

The Shareholders of the Corporation shall have the power to include in the By-Laws, adopted by a sixty percent (60%) majority vote of the members of the Shareholders, any regulative or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of any Shareholders, or in the event of the death, termination or resignation of any of the Shareholders who may also be Directors or Officers of the Corporation. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Shareholders of the Corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE XII

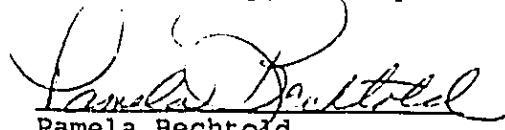
The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Shareholders meeting, with not less than a sixty percent (60%) majority vote of the Shareholders of the Corporation.

ARTICLE XIII

The Corporation shall indemnify and hold harmless all Officers and Directors, or any former Officer or Director, to the full extent permitted by law.

c:\corporation\artincorp

IN WITNESS WHEREOF, I, as the Subscriber of these Articles of Incorporation set my hand and seal hereto on this 20 day of February, 1995.


Pamela Bechtold
Incorporator

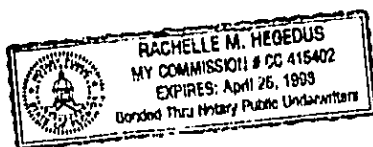
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared, Pamela Bechtold, who is personally known to me, and who executed the foregoing instrument and acknowledged before me that she executed same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 20th day of February, 1995.


Notary Public

My Commission Expires:



c:\corporation\artincorp

STATE OF FLORIDA - DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this State, naming registered agent and naming the Officers and Board of Directors of the Corporation.

The following is submitted in compliance with Chapter 607.0501, Florida Statutes:

PB GOLD, INC.

is a Corporation organized under the laws of the State of Florida, with its principal office located at 151 Seaview Street, City of Melbourne Beach, County of Brevard, State of Florida. The Registered Agent of the Corporation shall be PAMELA BECHTOLD, who is located at 151 Seaview Street, City of Melbourne Beach, County of Brevard, State of Florida.

The initial Officers of the Corporation are:

Pamela Bechtold, President, 151 Seaview Street, Melbourne Beach, Florida 32951.

Robert Bechtold, Vice-President, Secretary and Treasurer, 151 Seaview Street, Melbourne Beach, Florida 32951

The initial Directors of the Corporation are:

Pamela Bechtold, President, 151 Seaview Street, Melbourne Beach, Florida 32951.

Robert Bechtold, Vice-President, Secretary and Treasurer, 151 Seaview Street, Melbourne Beach, Florida 32951

ACCEPTANCE:

I agree, as Registered Agent of the Corporation, to accept service of process, to keep an office open during the prescribed hours, to post my name along with the above named Officers of the Corporation who are also authorized to accept service, as required by law.

DATED: February 20, 1995


Pamela Bechtold
Registered Agent

151 PM 2:06

c:\corporation\artincorp

195000014828

Robert & Pamela Bechtold
6524 Springpath Lane
San Jose, CA 95120

To Whom it may concern,

9000001771149
-04/05/96--01081--000
*****43.75 *****43.75

Please process the attached request for
Corporate dissolution. Our return address
is:

Robert & Pamela Bechtold
6524 Springpath Lane
San Jose, CA 95120

our daytime phone is 415-852-4623

The corporate name is PB GOLD, INC

FILED
96 APR -5 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is a check for the filing fee for the
Articles of dissolution (\$35) and a certificate
of status (\$8.75), a total of \$43.75.

Thank you

Robert Bechtold v. Pres.

VALID
4/9

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is PB Gold, Inc.

SECOND: The articles of incorporation were filed on Feb 21, 1995

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 31 day of March, 19 96

Signature

Robert W. Bechtold

(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

Robert W. Bechtold
(Typed or printed name)

Vice President
(Title)

96 APR -5 PM 12:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA