

**P950000/5551**

LAW OFFICES OF  
**MAYER & SAUERBERG**  
THE FORUM - TOWER A  
1675 PALM BEACH LAKES BOULEVARD  
SUITE 700  
WEST PALM BEACH, FLORIDA 33401

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EARL E. MAYER, JR.\*  
ERIC M. SAUERBERG, P.A.  
P. TODD KENNEDY, P.A.

\* Federal Tax Counsel to the Firm  
Admitted in Ohio Only, Practice Limited  
to Matters of Federal Tax Law

FILED STATE  
SECRETARY OF STATE  
95 FEB 23 PM 2:48

February 20, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

900001413579  
-02/23/95--01062--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Green Chili Enterprises, Inc.

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and Registered Agent forms for the captioned corporation.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office. Also enclosed is our firm's check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50



Secretary of State  
Division of Corporations  
February 20, 1995  
Page 2

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Sincerely,

MAYER & SAUERBERG

*Eric M. Sauerberg/cr*

Eric M. Sauerberg

EMS:cr  
Enclosures

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**ARTICLES OF INCORPORATION  
FOR  
GREEN CHILI ENTERPRISES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

**ARTICLE ONE**

1.01 The name of this corporation is GREEN CHILI ENTERPRISES, INC.

**ARTICLE TWO**

2.01 The corporation is to have perpetual existence.

**ARTICLE THREE**

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

**ARTICLE FOUR**

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 50,000, all of which shall be common shares with a par value of \$1.00 per share.

**ARTICLE FIVE**

5.01 The street address and principal place of business of the initial registered office of the corporation is c/o Mayer & Sauerberg, 1675 Palm Beach Lakes Blvd, Suite 700, West Palm Beach, Florida 33401, and the name of the initial Registered Agent at that address is PHILLIP W. McCOLLUM.

**ARTICLE SIX**

6.01 The name and address of the incorporator of this corporation is PHILLIP W. McCOLLUM, c/o Mayer & Sauerberg, 1675

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CLERK OF STATE  
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Palm Beach Lakes Blvd, Suite 700, West Palm Beach, Florida 33401.

#### ARTICLE SEVEN

7.01 Three (3) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
PHILLIP W. McCOLLUM	c/o Mayer & Sauerberg 1675 Palm Beach Lakes Blvd. Suite 700 West Palm Beach, FL 33401
KATHERINE McCOLLUM KELLY	750 Chamisal Rd., N.W. Albuquerque, NM 87107
BEN MAESTAS	c/o Mayer & Sauerberg 1675 Palm Beach Lakes Blvd. Suite 700 West Palm Beach, FL 33401

#### ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

#### ARTICLE NINE

9.01 The effective date of this corporation shall be the date of filing by the Secretary of State.

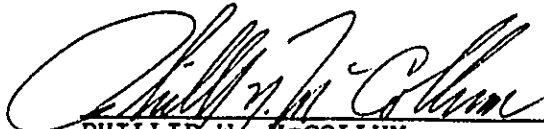
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 16th day of February, 1995.

By: 

PHILLIP W. McCOLLUM  
Incorporator and Registered Agent

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in such office as required by law.

  
\_\_\_\_\_  
PHILLIP W. MCCOLLUM,  
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16th day of February, 1995 by PHILLIP W. MCCOLLUM, who is personally known to me or who produced \_\_\_\_\_ as identification, and who did ( ) or did not (✓) take an oath.



CATHERINE M. ROSENTHAL  
COMMISSION # CC335698  
EXPIRES DEC 12, 1997  
Bonded Through  
ALAN INSURANCE SERVICES

Catherine M. Rosenthal  
Notary Public  
Printed Name:  
My Commission Expires:  
My Commission Number:

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CLERK OF STATE  
CORPORATIONS  
95 FEB 23 PM 2:48

P95000015551

CORPORATE ACCESS, INC.  
1116-D THOMASVILLE RD  
TALLAHASSEE, FL 32303  
(904) 222-2666

Address

City/State/Zip

Phone #

Office Use Only

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

1. Green Chili Enterprises, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-12/29/95--01010--014  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

☒ Walk in

☒ Pick up time

12/29/11:00

☒ 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

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

Please Return  
A Refund form  
or overage  
Thanks  
H. G. G.

SH DEC 29 1995

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 29 AM 11:06

Examiner's Initials

**AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
GREEN CHILI ENTERPRISES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 29 AM 11:08

The undersigned corporation, for the purpose of changing the purpose of the Corporation and restricting the transfer of the stock of the Corporation, provided under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., does hereby adopt this Amendment to the Articles of Incorporation previously approved by all Shareholders of the Corporation:

**ARTICLE ONE**

1.01 The name of the Corporation is GREEN CHILI ENTERPRISES, INC.

**ARTICLE TWO**

2.01 The following amendment to the Articles of Incorporation was adopted on the date set forth below.

Article Three is deleted and replaced with the following:

"The Corporation is a single purpose corporation formed solely for the purpose of operating Burger King Restaurants."

Article Four is amended by adding the following sentence at its end:

"The number of stockholders and the issuance and transfer of stock of the Corporation is restricted. Stock may be issued or transferred only after authorization by Burger King Corporation in accordance with the terms and conditions outlined in the Franchise Agreement with Burger King Corporation."

**ARTICLE THREE**

3.01 The holders of all shares outstanding and entitled to vote have signed a consent in writing adopting said amendment.

All original Articles of Incorporation not modified by this amendment are hereby reaffirmed and restated. The aforementioned modification to the Articles of Incorporation is adopted effective the date ~~filed with the Secretary of the State of Florida~~ set forth below.

By: Kathrine M. Kelly  
KATHRINE M. KELLY, Director  
and President

DATE: DECEMBER 1, 1995

mccollum5\docs\amend.art