

9950000185-23  
TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 0327  
Tallahassee, FL 32314

TALLAHASSEE, FL 32314

1995 MAR -6 PM 3:00

FILED

SUBJECT: Jackets Spuds N' Subs, Inc.  
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for  
\$ 122.50.

700001422047  
-03/06/95--01094--012  
\*\*\*\*122.50 \*\*\*\*122.50

FROM:

Mark Hide  
Name (printed or typed)

2719 Oxford Street  
Address

Orlando, FL 32803  
City, State, & Zip

\_\_\_\_\_  
Telephone Number

dB 5/7/85

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

FILED  
1955 MAR -6 PM 3:00  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

**JACKETS SPUDS N' SUBS, INC.**

We, the undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, do hereby associate ourselves together for the purpose of forming a corporation under Florida Statutes, Chapter 607, and other laws of the state of Florida, and to that end do hereby certify to the facts herein set forth as required by law.

**ARTICLE I**  
**NAME**

The name of this corporation is **JACKETS SPUDS N' SUBS, INC.**

**ARTICLE II**  
**PURPOSE**

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares at \$1 per share.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is \$100.

**ARTICLE V**  
**ADDRESS**

The Board of Directors may from time to time change the principal place or address thereof to any other place or address in the State of Florida. The initial address of the principal place of business of the corporation shall be:

2719 Oxford Street  
Orlando, FL 32803

**ARTICLE VI**  
**TERM**

This corporation shall have perpetual existence.

**ARTICLE VII**  
**DIRECTORS**

The corporation shall have one director. The number of directors may be altered from time to time by the by-laws, but there shall never be less than one such director.

**ARTICLE VIII**  
**OFFICERS**

The officers of this corporation shall be President, a Vice-President, a Secretary, a Treasurer, and such other officers and agents as may be provided for in the by-laws. All officers, agents and directors shall be chosen in such manner and hold their offices for such terms and shall have such powers and duties, and may be removed as may be provided, in the by-laws. Any person may hold two or more offices.

**ARTICLE IX**  
**INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions herein contained and the by-laws of the association, shall hold office until the first meeting of the association or as soon thereafter as successors are elected and have qualified, are the following:

Mark Hide	2719 Oxford Street	Orlando, FL 32803
Hugh Kinnell	11967 Blackheath Circle	Orlando, FL 32837

**ARTICLE X**  
**SUBSCRIBERS**

The names and post office addresses of the subscribers hereof, the number of shares of stock each agrees to take, and the value of the consideration thereof, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Mark Hilde	2719 Oxford Street Orlando, FL 32803	50	\$50
Hugh Kinnell	11967 Blackheath Circle Orlando, FL 32837	50	\$50

**ARTICLE XI**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the association members, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and all association members sign a written statement of their intention that the amendment be made.

**ARTICLE XII**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the duty of care or any other duty as a director, except as required under the Florida Business Corporation Act (the "Act"). If at any time the Act shall have been amended to authorize the further elimination or limitation of the liability of a director, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, without further action by the shareholders, unless the provisions of the Act, as amended, require further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article XII shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the Corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

FILED

1995 MAR -E PM 3:00

TALLAHASSEE, FLORIDA

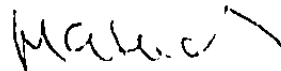
**ARTICLE XIII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

Mark Hide, of 2719 Oxford Street, Orlando, FL 32803 is designated as the agent to accept service of process within the State of Florida for the corporation.

I, Mark Hide, of 2719 Oxford Street, Orlando, FL 32803 am familiar with and accept the duties and responsibilities as registered agent for **Jackets Spuds N' Subs, Inc.** as required by Section 607.0501(3)F.S. and Section 607.0505.

REGISTERED AGENT

SIGNATURE



Mark Hide  
Registered Agent

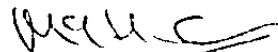
DATE

3/3/95

We, the undersigned, being the original subscriber of the capital stock herein named, hereunto set our hands at

CITY OF ORLANDO  
STATE OF FLORIDA  
COUNTY OF ORANGE

This 3<sup>rd</sup> day of March, 1995



Signature - Mark Hide



Signature - Hugh Kimmell

P950000/18523

VENTURES UNLIMITED  
11967 Blackheath Cir.  
Orlando, FL 32837

OFFICE USE ONLY

FILED  
66 FEB -1 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

300001682113  
-01/09/96--01019--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

00789, 00284, 00671

Examiner's Initials

CR2E031(10/92)  
Linda



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 11, 1996

VENTURES UNLIMITED  
11967 BLACKHEATH CIRCLE  
ORLANDO, FL 32837

SUBJECT: JACKETS SPUDS N' SUBS, INC.  
Ref. Number: P95000018523

We have received your document for JACKETS SPUDS N' SUBS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted two documents to dissolve the subject corporation. Please choose the correct type of dissolution according to Florida Statutes and resubmit only one document.

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) 487-6902.

Linda Stitt  
Corporate Specialist

Letter Number: 896A00001603

## ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is JACKETS SPUDS 'N' SUBS, INC.

SECOND: The articles of incorporation were filed on March 6, 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 30<sup>th</sup> day of DECEMBER, 19 95.

JACKETS SPUDS 'N' SUBS  
(Corporation Name)

By [Signature]  
(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)

HUGH. R. C. KIMMEL  
(Typed or printed name)

PRESIDENT  
(Title)

FILED  
56 FEB - 1 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA