



# Prentice Hall Legal & Financial Services

ATTN: Marcia (904) 222-7495

110 NORTH MAGNOLIA DRIVE, SUITE 105  
TALLAHASSEE, FL 32301

95 FEB 24 11:17

(X) Walk In ( ) Call if Problem

( ) Will Wait

(X) Pick up

9/24 12:00  
DATE/TIME

CORPORATION(S) NAME

CHARTER NUMBER

Ervin Enterprises, Inc.

FILED  
95 FEB 24 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☐ Amendment  
☐ Annual Report  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Domestication  
☐ Fictitious Business Name  
☐ Foreign  
☐ Limited Partnership  
☐ Limited Liability

☐ Merger  
☐ Name Reservation  
☐ Non-Profit  
☒ Other  
☐ Profit  
☐ Reinstatement  
☐ Resignation of R.A., Off/Dir  
☐ Trademark

900001414639  
-02/24/95--01038--007  
\*\*\*\*122.50 \*\*\*\*122.50

☒ Certified Copy  
☐ Photocopy  
☐ Corporate Print-Out  
☐ Fictitious/Owner Search

☐ CUS  
☐ Good Standing  
☐ R.A., Off/Dir Search

FOR PRENTICE HALL'S USE ONLY

ATTN: \_\_\_\_\_

REF/JOB # \_\_\_\_\_

CLIENT MATTER # \_\_\_\_\_

VERBAL REQUESTED: YES OR NO

DATE SENT: \_\_\_\_\_ MAIL FAX FED EXP.

SENT TO: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CHECK # \_\_\_\_\_  
ST./CTY. FEES \_\_\_\_\_  
SPEC. HANDL. \_\_\_\_\_  
MESSENGER \_\_\_\_\_  
FAX FEE \_\_\_\_\_

LAW OFFICES

MARTIN, ADE. BIRCHFIELD & MICKLER, P.A.

ONE INDEPENDENT DRIVE - SUITE 3000  
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS  
POST OFFICE BOX 59  
JACKSONVILLE, FLORIDA 32201  
TELEPHONE (904) 354 8050  
TELECOPIER (904) 354 5548

RALPH H. MARTIN  
ROBERT D. MICKLER  
JOHN D. MILTON JR.  
GEORGE T. MORRISON  
DANIEL B. NUNN JR.  
SCOTT S. SCHILBERG  
BARRY L. WILKINSON

JAMES L. ADE  
L'AMON R. AUSTIN  
W. B. BIRCHFIELD  
TIMOTHY A. BURLINCH  
CHARLES L. CRAWFORD  
STEPHEN H. DUMANT  
T. WILLIAM KLOCKER  
MICHAEL E. SCHNEIDERMAN JR.  
STEPHEN D. HALPER  
SONO HEAD  
SHARON ROBERTS HENDERSON  
BARBARA CHRISTIE JOHNSTON  
MYRA LOUSHRAH

March 7, 1995

L. PETER JOHNSON (1848-1888)

VIA HAND DELIVERY

David Mann, Division Director  
Division of Corporations  
Department of State  
The Capitol  
Tallahassee, Florida 32399

Re: Establishment of Ervin Enterprises, Inc.,  
in the State of Florida

Dear Mr. Mann:

Pursuant to our telephone conversation of March 1, 1995, regarding our client's proposed establishment of Ervin Enterprises, Inc., in the State of Florida, enclosed please find the following:

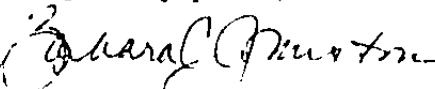
1. Original and copy of Articles of Incorporation of Ervin Enterprises, Inc., with Acceptance of Registered Agent attached; and
2. Original and copy of Affidavit of Eddie L. Ervin, Jr.

The Affidavit details the distinctions between the dissolved Florida corporation and the to-be-formed Florida corporation bearing the same corporate name. As you will note, the entities are separate entities in both purpose and substantial ownership.

I trust that you will feel free to give me a call if you should have any questions or if there should arise any problems with respect to the filing of the enclosed Articles and Affidavit. I am enclosing a stamped, self-addressed envelope for your convenience in returning the date-stamped copies of the same.

As always, it was a pleasure dealing with you. I appreciate your courtesy and assistance.

Very truly yours,

  
Barbara C. Johnston

Enclosures  
cc: Eddie L. Ervin, Jr.  
BCJ:jkw

RECEIVED  
95 MAR -8 AM 10 24  
DIRECTOR  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

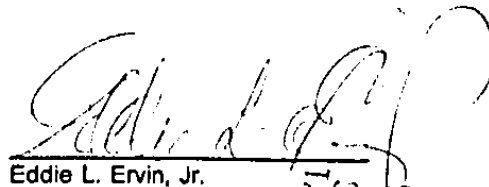
**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF DUVAL


BEFORE ME personally appeared Eddie L. Ervin, Jr., who being duly sworn, deposes and says:

1. I make this Affidavit of my own personal knowledge.
2. I was an officer and shareholder of Ervin Enterprises, Inc., Corporation No. J67065, a dissolved Florida corporation (the "Corporation").
3. The principals of the Corporation consisted of myself, E. Lee Ervin, III, W. Stanley Smith, Jr., and Sterling A. Bryant, Jr.
4. The Corporation was formed for the express purpose of owning a parcel of real property in Duval County, Florida. Except for the ownership of this real property, the Corporation never conducted any activities.
5. The Corporation has not owned any property nor conducted any business activities for approximately six (6) years. The Corporation did not file its 1993 Annual Report because it was not conducting any business activities and was thereafter administratively dissolved.
6. I will be a principal in Ervin Enterprises, Inc., a to-be-formed Florida corporation ("Newco").
7. Newco will be organized for the express purpose of owning and operating a restaurant in St. Johns County, Florida.
8. In addition to me, Newco will have approximately 19 other shareholders. Neither E. Lee Ervin, III, W. Stanley Smith, Jr., nor Sterling A. Bryant, Jr., will be shareholders of Newco. Except for myself, none of the principals of the Corporation will be principals of Newco.
9. Newco will conduct its business at a different address than the Corporation.
10. Newco will not own any property previously owned by, nor conduct any business previously conducted by, the Corporation.
11. Newco is being organized as a new corporation because it is not a continuation of any previous entity, including the Corporation.

FURTHER AFFIANT SAYETH NOT.

  
Eddie L. Ervin, Jr.

Sworn to and subscribed before me this  
6th day of March, 1995. Eddie L.  
Ervin, Jr., is personally known to me  
and has taken an oath.

  
Notary Public, State of Florida at  
Large.

[NOTARIAL SEAL]



DONNA E. PORTER  
MY COMMISSION # 00000000000000000000  
January 24, 1995  
RECORDED (THRU THEY FROM RECORDED, REC.)

FILED  
95 FEB 24 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 24, 1995

PRENTICE HALL

TALLAHASSEE, FL

SUBJECT: ERVIN ENTERPRISES, INC.  
Ref. Number: W95000004251

FILED  
95 FEB 24 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for ERVIN ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) ERVIN ENTERPRISES, INC., Document number J67065, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1993 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$775.00, therefore, there is a balance of \$652.50 due. Add an additional \$8.75 for each certificate of status requested.

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) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 495A00008500

ARTICLES OF INCORPORATION  
OF  
ERVIN ENTERPRISES, INC.

ARTICLE I

NAME

The name of this corporation is Ervin Enterprises, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 144 Laurel Lane, Ponte Vedra Beach, Florida 32082.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of voting common stock, and ten thousand (10,000) shares of non-voting, common stock, each with a par value of ten cents (\$.10) per share, which shares shall be and hereby are designated as "Common Shares." The non-voting Common Shares shall be distinguished from the voting Common Shares in that the non-voting Common Shares shall have no voting privileges or power. In all other respects, the voting Common Shares and the non-voting Common Shares shall have the same rights, privileges, and power. Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

FILED  
95 FEB 24 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 144 Laurel Lane, Ponte Vedra Beach, Florida 32082. The name of the initial registered agent of this corporation at that address is Eddie L. Ervin, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### ARTICLE VI

##### INCORPORATOR

The name and address of the Incorporator of this corporation are as follows:

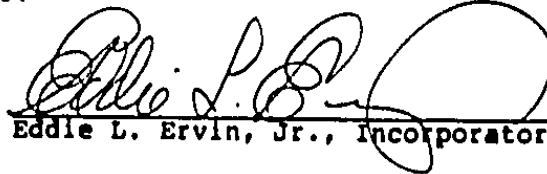
<u>NAME</u>	<u>ADDRESS</u>
Eddie L. Ervin, Jr.	144 Laurel Lane Ponte Vedra Beach, FL 32082

#### ARTICLE VII

##### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

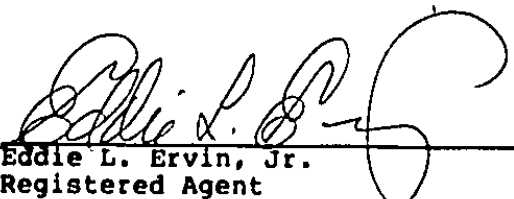
IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand this 16th day of February, 1995.

  
Eddie L. Ervin, Jr., Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
ERVIN ENTERPRISES, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Ervin Enterprises, Inc., a corporation organized under the laws of the State of Florida, hereby accepts the appointment as such Registered Agent and hereby agrees to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 144 Laurel Lane, Ponte Vedra Beach, Florida 32082.

IN WITNESS WHEREOF, I have hereunto set my hand at Ponte Vedra Beach, St. Johns County, Florida, on this 16th day of February, 1995.

  
\_\_\_\_\_  
Eddie L. Ervin, Jr.  
Registered Agent

FILED  
95 FEB 24 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA