

P95000023882

1201 HAYS STREET
TALLAHASSEE, FL 32301
TAL 922-1171
FL 922-1171 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 565634 8069A

AUTHORIZATION : Patricia P. Pitts

COST LIMIT : \$ 122.50

ORDER DATE : March 24, 1995

ORDER TIME : 9:49 AM

8000001488888

ORDER NO. : 565634

CUSTOMER NO: 8069A

CUSTOMER: Joseph L. Najmy, Esq
HARLEE PORGES HAMLIN &
HAMRICK, PA
1205 Manatee Avenue, W

Bradenton, FL 34205

DOMESTIC FILING

P95000023882

NAME: RICHARD AND KELLY CLARK, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

DM
3-24-95
02/A

FILED
95 MAR 24 PM 11:55
TALLAHASSEE, FL 32301
95 MAR 24 11:17
SECRET

ARTICLES OF INCORPORATION
OF
RICHARD AND KELLY CLARK, INC.

FILED
95 MAR 24 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be RICHARD AND KELLY CLARK, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 7449 Manatee Avenue West, Bradenton, FL 34209.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The names and address of the individuals who shall serve as the initial Board of Directors are: Richard C. Clarke and Kelly Clark, 4006 - 52nd Drive West, Bradenton, FL 34210.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 4006 -52nd Drive West, Bradenton, FL 34210.

The name of the individual who shall serve as this corporation's initial Registered Agent at that address is: Richard C. Clark.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Richard C. Clark, 4006 - 52nd Drive West, Bradenton, FL 34210.

ARTICLE XII. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a seventy-six percent (76%) vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 23 day of March, 1995.


Richard C. Clark, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

On March 23, 1995, RICHARD C. CLARK, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me or who has produced FL Drivers License (type of identification), personally appeared before me and signed these Articles of Incorporation.



DOREEN B. CALORN
My Commission CC118888
Expires Jun. 26, 1998


Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of RICHARD AND KELLY CLARK, INC. which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1991), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 23 day of March, 1995.


RICHARD C. CLARK, Registered Agent

1201 PAYS STREET
TALLAHASSEE, FL 32301
904-222-9071
904-222-9093

800-342-8086



P95000023882

PROVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 583148 8069A

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 87.50

ORDER DATE : April 21, 1995

ORDER TIME : 9:37 AM

ORDER NO. : 583148

400001462094

CUSTOMER NO: 8069A

CUSTOMER: Ms. Claravella M. Chauncey
Harilee Porges Hamlin &
1205 Manatee Avenue, W

Bradenton, FL 34205

DOMESTIC AMENDMENT FILING

NAME: RICHARD AND KELLY CLARK, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

202
TALLAHASSEE
SECRETARY OF STATE
FLORIDA
95 APR 21 PM 2:38
FILED

6.24
John
Hane
Ch.
C.C.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RICHARD AND KELLY CLARK, INC.**

FILED
APR 21 PM 2:38
CLERK OF DISTRICT
CLERK OF DISTRICT
CLERK OF DISTRICT

We, the undersigned, being the President and Secretary of RICHARD AND KELLY CLARK, INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted by the unanimous vote of all of the shareholders at a meeting duly held by them on the 10th day of April, 1995:

AMENDMENT

Article I is amended in its entirety to read as follows:

The name of this corporation is: CUISINE DE FRANCE, INC.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 10th day of April, 1995.

By: 
RICHARD C. CLARK, President

By: 
KELLY CLARK, Secretary

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, personally appeared RICHARD C. CLARK, to me well known and known to me to be the person described in and who executed the foregoing Articles of Amendment as President of the above-referenced corporation, and acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of April, 1995, in Manatee County, Florida.

Doreen B. Balcorn
Notary Public



DOREEN B. BALCORN
My Commission CC119888
Expires Jun. 28, 1998

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, personally appeared KELLY CLARK, to me well known and known to me to be the person described in and who executed the foregoing Articles of Amendment as Secretary of the above-referenced corporation, and acknowledged before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of April, 1995, in Manatee County, Florida.

Doreen B. Balcorn
Notary Public



DOREEN B. BALCORN
My Commission CC119888
Expires Jun. 28, 1998