

PA5000029847

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

400001457754
-04/17/95--01013--031
****980.00 *****70.00

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

1. SURFSIDE GRILL, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input 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

FILED
95 APR 17 PM 1:10
SECRETARY
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
SURFSIDE GRILL, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **SURFSIDE GRILL, INC.**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 512 Northeast 20th Avenue, Deerfield Beach, Florida 33441 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be Allen S. Tate whose address shall be the same as the principal office of the Corporation.

FILED
95 APR 17 PM 1:10
CLERK OF STATE
TALLAHASSEE, FLORIDA



ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of



the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.



ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



AMERILAWYER®

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479


IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 13 day of April, 1995.


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 
Lawrence J. Spiegel, President

ARTES/MC/BAB

FILED
55 APR 17 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



P95000029847

LAW OFFICES

ANDREW T. GERRITS

ATTORNEY & COUNSELOR AT LAW
6350 NORTH ANDREWS AVENUE
SUITE 100

FORT LAUDERDALE, FL 33309
Telephone (305) 938-9801
Telecopier (305) 938-8708

ANDREW T. GERRITS

Of Counsel

TOD ANDREW WESTON
LAURENCE GLAZIER

MIAMI OFFICE

999 South Bayshore Drive
Lobby Level South, Suite 101
Miami, FL 33131
(305) 374-3262

Reply to:
Fort Lauderdale

March 8, 1996

Division of Corporations
State of Florida
P. O. Box 6327
Tallahassee, Florida 32314

8000001784788
03/12/96--01071--004
****\$87.50 ****\$87.50

Re: Surfside Grill, Inc.

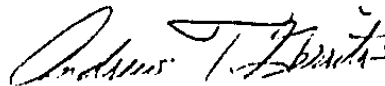
Dear Sir/Madam:

We have enclosed the Articles of Amendment to the Articles of Incorporation correcting the name to Gulfstream Restaurant Concepts, Inc. for filing for the above captioned along with our check in the sum of \$87.50 for fees.

Please return the certified copy to my office using the enclosed self-addressed, stamped envelope.

If you have any questions regarding the above matters, please do not hesitate to give me a call.

Very truly yours



Andrew T. Gerrits

ATG/ad

cc:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 11 AM 8:31

MAR 15 1996

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SURFSIDE GRILL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 11 AM 8:31

I, the undersigned, being the President of Surfside Grill, Inc., a Florida corporation, do hereby certify that at the Special Joint Meeting of the Shareholders and Directors of the Corporation held on the 21st day of February, 1996, duly and regularly called and held in accordance with the provisions of the Florida Statutes and the By-Laws of Surfside Grill, Inc., at which meeting a quorum was present and acted throughout, the following resolution was duly adopted:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be and hereby is amended to read as follows:

ARTICLE I

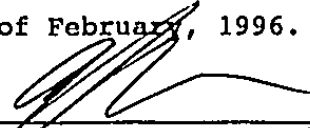
The name of this Corporation shall be:

GULFSTREAM RESTAURANT CONCEPTS, INC.

Said Amendment to become effective as of February 21, 1996.

This Amendment was approved by a majority of all shareholders entitled to vote for this Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Corporation this 22 day of February, 1996.


Allen S. Tate, President 44 7303 01759 296-0

OFFICIAL CORPORATE SEAL
SURFSIDE GRILL, INC
FLORIDA 1995

(corporate seal)

STATE OF FLORIDA

COUNTY OF BROWARD

)
) ss:
)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Allon S. Tate, to me known and known to me to be the person(s) described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this 22nd day of February, 1996.



CHARLES R. NORRIS
My Comm Exp. 11/04/99
Bonded By Service Ins
No. CC489438

Charles R. Norris
Notary Public
State of Florida

My commission expires: 11-4-99