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POB-767
STUART FL 34995

OFFICE USE ONLY

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-04/14/95--01068--010
****125.00 ****125.00

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

1. BJ'S BEACH CAFE, *Inc.*
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

EFFECTIVE DATE

MAY 9 1995

- ☐ Walk in ☐ Pick up time ☐ 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 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

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 20, 1995

TODD A. BROCKWAY
P.O. BOX 2767
STUART, FL 34995

SUBJECT: BJ'S BEACH CAFE
Ref. Number: W95000008462

We have received your document for BJ'S BEACH CAFE and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 095A00018553

**ARTICLES OF INCORPORATION
OF
BJ'S BEACH CAFE, INC.**

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this Corporation is BJ'S BEACH CAFE, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The address of the Corporation's principal office (or mailing address) is: 10545 S. Ocean Dr., Jensen Beach, Florida 34957.

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law.

The effective date of this incorporation shall be ~~March 24, 1995~~ May 9, 1995

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE V
STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

EFFECTIVE DATE

MAY 9 1995

ARTICLE VI AMENDMENT

These Articles of Incorporation may be amended, altered or changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII SHAREHOLDERS RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed and otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum meeting of shareholders.

ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT

The address of this Corporation's initial registered office in Florida is 10545 S. Ocean Dr., Jensen Beach, Florida 34957, and the name of its initial registered agent at that address is Todd A. Brockway.

ARTICLE X BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE XI INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Name

Street Address

Todd A. Brockway

10545 S. Ocean Dr.
Jensen Beach, Florida 34957

ARTICLE XII COMMON DIRECTOR-TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIII BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XIV EMERGENCY BY-LAWS

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot be readily assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

ARTICLE XV SPECIAL PROVISIONS

The following additional provisions for the regulation of business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of a new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.


Todd A. Brockway, Incorporator

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of ss 48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That BJ'S BEACH CAFE, desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of St. Lucie, at 10545 S. Ocean Dr., Jensen Beach, Florida 34957 has named Todd A. Brockway, located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-states corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

By: _____

Todd A. Brockway
Todd A. Brockway

RECEIVED
JUL 12 PM 3:15
ST. LUCIE COUNTY
FLORIDA