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1116-D Thomasville Road  
Mount Vernon Square  
Tallahassee, Florida 32303  
(904) 222-2666  
(904) 222-1666 (Fax)  
(800) 969-1666

GLINDA P. BENNETT  
Personal Representative

RECEIVED

5 MAY 24 PM 12:00

DIVISION OF CORPORATION

TELEPHONE 904-222-1666

05/24/95 11:00 AM  
\*\*\*\*\*122.701 \*\*\*\*\*1.2.30

OFFICE USE ONLY

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

1. Taste of Naples, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 5-24 1:00  
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certified Copy  
☐ 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

NANCY HENDRICKS MAY 24 1995

FILED  
\$5 MAY 24 1961  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLA.

**ARTICLES OF INCORPORATION  
OF  
TASTE OF NAPLES, INC.**

We, the undersigned, hereby subscribe to these Articles of Incorporation, under and by virtue of the laws of the State of Florida, for the purpose of becoming a corporation, under and pursuant to the following Articles.

**ARTICLE I.**

The name of the corporation shall be:

**TASTE OF NAPLES, INC.**

**ARTICLE II.**

The general nature of the business to be transacted by the corporation shall be as follows:

(a) To engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold lease, rent, or sell such business or businesses.

(b) To introduce, erect, operate, conduct, manage, maintain, and carry on a restaurant, cafe, and cabaret business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, and generally

to do and perform everything necessary for carrying out the aforesaid purposes; to buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export food and food products of every class and description, fresh, canned, preserved, or otherwise; to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds; and to apply for, acquire, hold, transfer, assign, sell or otherwise dispose of any and all licenses pertinent to the above operations.

(c) To purchase, acquire, guarantee, hold and dispose of the shares, bonds, or other evidences of indebtedness or contracts of any corporation, domestic or foreign;

(d) To borrow money and issue, sell and/or pledge bonds, promissory notes, bills of exchange, debentures or other operations and evidences of indebtedness payable at a specified time or event, whether secured by mortgage, pledge, or otherwise, or unsecured;

(e) To acquire the good will, rights and property and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds, or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased;

(f) To conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all of the powers necessary or convenient in and about the conduct and management of such business;

(g) To apply for, purchase, or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same, and to carry on any business, manufacturing, or otherwise, which may be directly or indirectly these objects or any of them;

(h) To carry on any and/or all of its operations and business, and to promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount;

(i) To have one or more offices and places of doing business anywhere in the State of Florida, the United States or in any/or all foreign countries;

(j) To provide by regulation that the meetings of the shareholders and directors may be held and the books of the corporation kept outside the State of Florida;

(k) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, along or in company with others;

(l) To have full power to exercise all and any of the powers conferred by any part of this statement of purpose, in any part of the world, and notwithstanding that the business, undertaking,

property or acts proposed to be transacted, acquired, dealt with or performed, do not fall within the objects set forth above in this statement of purpose.

#### **ARTICLE III.**

The maximum number of shares of stock that the corporation is authorized to have outstanding in any one time shall be Five Hundred (500) shares of the par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable.

#### **ARTICLE IV.**

The amount of capital with which this corporation will begin business shall be in the sum of FIVE HUNDRED DOLLARS (\$500.00).

#### **ARTICLE V.**

The corporation shall be effective and have perpetual existence.

#### **ARTICLE VI.**

The principal office of the corporation is 3455 Cheney Highway, Titusville, Florida 32780, and the mailing address is the same. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### ARTICLE VII.

The initial number of directors of this corporation shall be four (4); provided, however, that the number of directors may be changed, from time to time, to not more than fifteen (15) nor less than four (4), by provisions of the Bylaws adopted by the stockholders.

#### ARTICLE VIII.

The names and post office addresses of the members of the first Board of Directors and officers, who, subject to the provisions of the Bylaws of these Articles of Incorporation, shall hold office for the first annual meeting of the stockholders of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>	<u>Number of Shares</u>
JOHN D'AMATO	President/ Director	4610 Rose Hill Titusville, FL 32780	125
CARMINE FABOZZI	Vice President/ Director	4610 Rose Hill Titusville, FL 32780	125
SAUERIO FABOZZI	Secretary/ Director	1169 Park Avenue Unit 1179A Titusville, FL 32780	125
RITA D'AMATO	Treasurer/ Director	4610 Rose Hill Titusville, FL 32780	125
TOTAL SHARES. . . . .			500

#### **ARTICLE IX.**

The street address of the initial registered office of the corporation and the name of its initial registered agent at such address is: JOHN D'AMATO, 3455 Cheney Highway, Titusville, Florida 32780.

#### **ARTICLE X.**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth by the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The initial Bylaws may be adopted by the subscribers hereto. Subject always to such Bylaws as may be adopted by the subscribers or from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter, and amend the Bylaws of the corporation, but any Bylaws adopted, altered, or amended by the Directors may be altered, amended or repealed by the stockholders.

3. The corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

4. No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by the facts that any one or more of the Directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or officers individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a part or are parties to or interested in such contract, act, or transaction or in any way connected with such person, firm association, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may in any way be interested.

**ARTICLE XI.**

This corporation reserves the right to amend, alter, change, or appeal any provision contained herein in the manner stockholders herein are granted subject to this reservation. Every such amendment shall be approved by the holders of not less than two-thirds (2/3rds) of the stock of the corporation then outstanding.

**ARTICLE XII.**

The corporation shall have the power to include in its Bylaws any regular or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions and details hereof shall be determined by the stockholders of this corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provisions or a summary or notation of the same shall be plainly written upon the certificate evidencing the ownership of said stock.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set our hands and seals this 23<sup>rd</sup> day of May, 1995, for the purpose of forming this

corporation under the laws of the State of Florida, and we hereby make, subscribe, acknowledg and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

John D'Amato  
JOHN D'AMATO

Carmine Fabozzi  
CARMINE FABOZZI

Theodore Fabozzi  
THEODORE FABOZZI

Saverio Fabozzi  
SAVERIO FABOZZI

Rita D'Amato  
RITA D'AMATO

STATE OF FLORIDA

COUNTY OF BREVARD

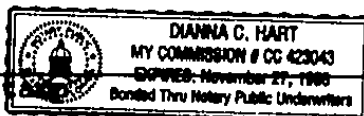
BEFORE ME, the undersigned authority, personally appeared, this day, JOHN D'AMATO, CARMINE FABOZZI, ~~THEODORE FABOZZI~~, SAVERIO FABOZZI, and RITA D'AMATO, parties to the foregoing Articles of Incorporation, who are personally known to me or who has produced a driver's license as identification and who did take an oath, who executed the foregoing Articles of Incorporation and have acknowledged before me that they subscribed and acknowledged the foregoing Articles of Incorporation as their voluntary act and deed, and that the acts set forth herein are true and correct.

WITNESS my hand and official seal this 23<sup>rd</sup> day of

May, 1995.

Dianna C. Hart  
Signature of Notary

Notary S



85 JUN 21 1971

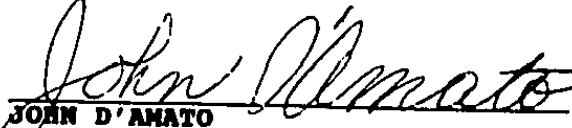
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

That **TASTE OF NAPLES, INC.**, desiring to organize under the  
laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation, in Titusville, Brevard  
County, Florida, has named **JOHN D'AMATO** whose address is 3455  
Cheney Highway, Titusville, Florida 32780, as its agent to accept  
Service of Process within this State.

**ACKNOWLEDGMENT**

Having been named to accept Service of Process for the  
above-stated corporation, at place designated in this Certificate,  
I hereby accept to act in this capacity, and agree to comply with  
the provisions of said Act relative to keeping open said office.

  
**JOHN D'AMATO**  
Resident Agent