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95 JUL 14 PM 11:29
DIVISION OF REGISTRATION

474519 400001538104
-07/14/95--01052--002
*****70.00 *****70.00

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

1. The Half Shell Restaurant & Pub, Inc
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

☐ CERTIFICATE OF GOOD STANDING

FILED
1995 JUL 14 PM 12:15
SECRETARY OF STATE
TALLAHASSEE
ARTICLE 3 ONLY
ALL CHARTER DOCS

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

☐ Certificate of FICTITIOUS NAME
☐ FICTITIOUS NAME SEARCH
☐ CORP SEARCH

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

F. CHESSEY JUL 14 1995
**HOLD FOR
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F. CHESSEY JUL 14 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF
THE HALF SHELL RESTAURANT & PUB, INC.

FILED
1995 JUL 14 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a corporation (the "Corporation") under the laws of the state of Florida, as follows:

ARTICLE I

Name and Address

The name of the corporation is: THE HALF SHELL RESTAURANT & PUB, INC.

The address of the corporation is:

7419 U.S., Highway 19
New Port Richey, FL 34652

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the state of Florida, and the corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The corporation is organized to engage in or transact in any or all lawful activities under the laws of the United States, the state of Florida or any other state, country, territory or nation.

ARTICLE IV

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the state of Florida;

(k) To elect or appoint officers and agents for the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the state of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific or educational purposes;

(n) To transact any lawful business which the board of directors of the corporation shall find will be in aid of government policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

The corporation is authorized to issue 100 share of \$1.00 par value common stock.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 7419 U.S. Highway 19, New Port Richey, FL 34652-1240 and the name of its initial registered agent at such address is David R. Carter.

ARTICLE VII

Incorporator

The name and address of the incorporators signing these articles of incorporation are:

Roy Varley

Forest House
Red Lion St.
Bicker, Boston
Lincolnshire
England PE20 3DR

Steven David Thompson

Forest House
Red Lion St.
Bicker, Boston
Lincolnshire
England PE20 3DR

ARTICLE VIII

Indemnification

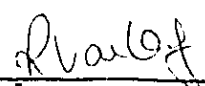
The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE IX


Amendments

These articles of incorporation may be amended only by the affirmative vote of the shareholders owning no less than seventy (70%) percent of the corporation's outstanding capital stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles this 13th day of July, 1995.



Roy Varley



Steven David Thompson

STATE OF FLORIDA

COUNTY OF PASCO

The foregoing Articles of Incorporation of THE HALF SHELL RESTAURANT & PUB, INC., were acknowledged before me this 13 day of July, by ROY VARLEY and STEVEN DAVID THOMPSON.

My Commission Expires
OFFICIAL NOTARY SEAL
DONNA J FONNOTTO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC258833
MY COMMISSION EXP. FEB. 10, 1997

Donna J. Fonnotto
Notary Public

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, 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.

DATED: July 13, 1995

David R. Carter
David R. Carter

FILED
1995 JUL 14 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000054494
CARTER & KELLY, P.A.
ATTORNEYS AT LAW

DAVID R. CARTER
Board Certified Real Estate Lawyer

ROBERT J. KELLY

VICTORIA H. CARTER, P.A.
Board Certified Real Estate Lawyer
of Counsel

MORRIS E. OSBORN

7419 U.S. HIGHWAY 19
NEW PORT RICHEY, FLORIDA 34652
(813) 846-1828 • FAX (813) 848-5012

5308 SPRING HILL DRIVE
SPRING HILL, FLORIDA 34606
(352) 686-6278 • FAX (352) 686-7324

New Port Richey
Please Reply To: _____

February 19, 1997

Amendments
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

400002095544--5
-02/24/97--01064--018
*****35.00 *****35.00

Re: The Half Shell Restaurant & Pub, Inc.

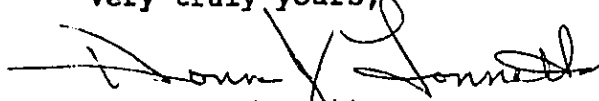
Gentlemen:

Enclosed herewith you will please find original and copy of Articles of Amendment on the referenced corporation, for filing. Also enclosed is our check in the amount of \$35 representing the filing fee.

Please return the duplicate copy marked filed to the undersigned at the above address.

Thank you.

Very truly yours,


Donna J. Fonnatto
Professional Legal Secretary

DJF
Enclosures (3)

FILED
97 FEB 24 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
LFT
2-25-97

FILED

97 FEB 24 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

The following provisions of the Articles of Incorporation of **The Half Shell Restaurant & Pub, Inc.**, a Florida corporation, filed in Tallahassee on July 14, 1995, be and they hereby are amended in the following particulars:

ARTICLE I, be and it hereby is amended to read as follows:

ROINA, INC.

The foregoing amendment was adopted by the unanimous consent of all the Stockholders and Directors of the Corporation on the 19th day of February, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 19th day of February, 1997.

ROINA, INC., formerly known as
The Half Shell Restaurant & Pub, Inc.

Attest: *Georgina Varley*
Secretary

By: *R Varley*
President

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared **ROY VARLEY**, as President, and **GEORGINA VARLEY**, as Secretary, of **ROINA, INC.**, formerly known as **The Half Shell Restaurant & Pub, Inc.**, known to me, or who produced PASSPORTS as identification, to be the persons who executed the foregoing Articles of Amendment as President and Secretary of the Corporation, and they acknowledged before me that they executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of February, 1997.

Donna J. Fonnatto
Notary Public

