

PA502062591

ACCUWRITE ACCOUNTING  
2955 Hartley Road, Suite 204  
JACKSONVILLE, FL 32257

OFFICE USE ONLY

000001564140  
-08/18/95--01028--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

1. \_\_\_\_\_  
(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

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

8/14/95  
18  
Examiner's Initials \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
SCHLOTZSKY'S OF MANDARIN, INC.**

The undersigned does hereby make, subscribe, acknowledge and files these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida

**ARTICLE 1 - NAME**

The name of this corporation shall be  
Schlotzsky's of Mandarin, Inc.  
3469 Dockside Drive N  
Jacksonville, Fl. 32257

**ARTICLE 2 - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

**ARTICLE 3- CAPITAL STOCK**

3.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock, each share having the par value of One Dollar (\$1.00).

3.2 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.

3.3 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.

3.4 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 stock

#### ARTICLE 4. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State

#### ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3469 Dockside Drive N., Jacksonville, FL 32257, Name of the initial registered agent of this corporation at that address is George Phillip Ronemous

#### ARTICLE 6. BOARD OF DIRECTORS

This corporation shall have four Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation are:

NAME: Walter C. Ronemous  
14634 Rosehill Dr., Houston, Tx. 77070

NAME: Joyce C. Ronemous  
14634 Rosehill Dr., Houston, Tx. 77070

NAME: John Ronemous  
10466 Spindrift Ln, Jacksonville, FL 32257

NAME: George Phillip Ronemous  
3469 Dockside Drive N., Jacksonville, FL 32257

#### ARTICLE 7: INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:  
George Phillip Ronemous, 3469 Dockside Drive N., Jacksonville, FL 32257

#### ARTICLE 8: INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify under the said provisions, from and against any and all the expenses, and liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### ARTICLE 9: 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.

9.1 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.

9.2 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.

9.3 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."

#### 10. 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.

#### 11. 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.

#### 12. AMENDMENT

The Corporation reserve the right to amend, alter, change or repeal nay 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 allrights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

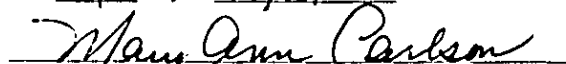
  
George Phillip Ronemous, Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared George Phillip Ronemous, know to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 9 day of August 1995.

  
Notary Public, In and For the State of Florida

Commission Expires:




"OFFICIAL SEAL"  
Mary Ann Carlson  
My Commission Expires 11/21/98  
Commission #CC 420326


CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA, AND  
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is  
submitted:

FIRST, that Schlotsky's of Mandarin, Inc., desiring to organize or qualify under the laws  
of the State of Florida, with its principle place of business at 3469 Docksider Drive  
N, Jacksonville, FL 32257 is named George Phillip Ronemous, as its agent to accept  
service of process within Florida. Dated this 9 day of August, 1995.

  
George Phillip Ronemous

SECOND, that having been named to accept service of process for the above named  
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 performance of my duties

  
George Phillip Ronemous  
Registered Agent

RESOLUTION TO BE MAKE  
SECTION 1244 STOCK ELECTION

The President explained that Section 1244 Stock offers benefits that should be taken advantage of. Upon motion duly made, that following resolution was unanimously adopted:

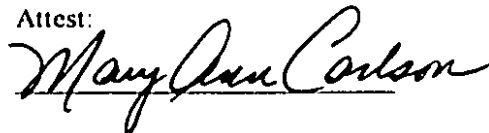
RESOLVED, the President of the Corporation be authorized to take all necessary actions to make this Corporation a properly registered Section 1244 corporation stock.

DATED:

9<sup>th</sup> August 1991

  
George Phillip Ronemous  
Director

Attest:





"OFFICIAL SEAL"  
Mary Ann Carlson  
My Commission Expires 11/21/98  
Commission #CC 420326

P95000062591

**Accuwrite  
Accounting**

2955 Hartley Road, Suite 204  
Jacksonville, Florida 32257

City/State/Zip

Phone #

Office Use Only

FILED  
96 APR - 1 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. \_\_\_\_\_ (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

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

N/C

VS APR 5 1996



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SCHLOTZSKY'S OF MANDARIN, INC.

FILED  
96 APR -1 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted Article 1 being amended as follows:

The name of the corporation shall be W. R. A. of Mandarin, Inc.

SECOND: The date of this amendment shall be March 25, 1996.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 27<sup>th</sup> day of March, 1996.

Signature: George Phillip Ronemous  
George Phillip Ronemous, Director

STATE OF FLORIDA

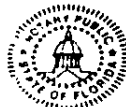
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared George Phillip Ronemous, known to be and known by me the person who executed the foregoing Amendment to Articles of Incorporation, and he acknowledged before me that he executed those Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 29 day of March 1996.

Mary Ann Carlson  
Notary Public, In and For the State of Florida

Commission Expires:



"OFFICIAL SEAL"  
Mary Ann Carlson  
My Commission Expires 11/21/98  
Commission #CC 420326