

# **CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1 800 342 8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service \_\_\_\_\_ Two Day Service \_\_\_\_\_

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAK \_\_\_\_\_

WALK-IN Will Pick Up 815 1200

RE: Sugar Magnolia's  
Gulf, Inc

C.C. FEE. DISBURSED

☒ Capital Express to  
☒ Art of Inc File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☒ Foreign Corp. File  
☐ ( ) Cert. Copy(s)

☐ Art of Amend. File  
☐ Dissolution/Withdrawal  
☐ C U S  
☐ Filitious Name File

☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing

☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval

☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
 File No.'s. Copies

☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )

☐ Top Priority  
☐ Express Mail Prop.  
☐ FAX ( ) pgs

## **SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum

THANK YOU  
 from  
 Your Capital Connection

**A. T. COOPER III**  
ATTORNEY AT LAW  
1210 MYRTLE AVENUE SOUTH  
SUITE 102  
CLEARWATER, FLORIDA 34616  
TELEPHONE (813) 447-0212 • FAX (813) 441-4039

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

05 APR 15 AM 10:40

August 14, 1995

Department of State  
Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

RE: **SUGAR MAGNOLIA'S GRILLE, INC.**  
My File No.: 94-720

Dear Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-named prospective corporation, along with my check to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please return one certified copy of the Articles to this office.

If you have any questions, please do not hesitate to call.

Yours truly,

  
A. T. COOPER III

ATCIII/mss  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**SUGAR MAGNOLIA'S GRILLE, INC.**

FILED  
CLERK OF STATE  
CIVIL DIVISION

95 AUG 15 AM 10:40

The undersigned, being the incorporators to these Articles of Incorporation, competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the Corporation is **SUGAR MAGNOLIA'S GRILLE, INC.**

**ARTICLE II**  
**DURATION**

This corporation shall have perpetual existence, which existence shall commence upon the time of filing and continue until terminated by unanimous agreement of the members.

**ARTICLE III**  
**PURPOSES**

A. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment,

accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

B. This corporation is also organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as presently enacted and as it may be amended from time to time.

#### **ARTICLE IV** **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having par value of \$1.00 per share.

#### **ARTICLE V** **PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI** **REGISTERED AND PRINCIPAL OFFICE OF CORPORATION;** **MAILING ADDRESS OF CORPORATION; AND** **REGISTERED AGENT OF CORPORATION**

The street address of the initial registered and principal office and mailing address of this corporation is: 2890 West Bay Drive, Belleair Bluffs, Florida 34640.

The name and address of the registered agent of this corporation are: ERIC F. JOHNSON, 2890 West Bay Drive, Belleair Bluffs, Florida 34640.

#### **ARTICLE VII** **INCORPORATORS**

The names and addresses of the persons signing these Articles are: ERIC F. JOHNSON, 2890 West Bay Drive, Belleair Bluffs, Florida 34640, and MELISSA R. JOHNSON, 2890 West Bay Drive, Belleair Bluffs, Florida 34640.

#### **ARTICLE VIII** **INITIAL BOARD OF DIRECTORS**

Initially, this corporation shall not have more than three (3) directors and no less than one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ERIC F. JOHNSON	2890 West Bay Drive Belleair Bluffs, Florida 34640
MELISSA R. JOHNSON	2890 West Bay Drive Belleair Bluffs, Florida 34640

#### **ARTICLE IX** **OPERATIONS** **RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his or her name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
ERIC F. JOHNSON	50
MELISSA R. JOHNSON	50


Shares held by shareholders may not be sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price

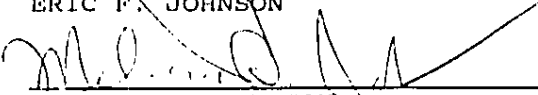
and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the share holders of this corporation.

**ARTICLE X**  
**MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All of the corporate powers and the business affairs may be managed or exercised by or under the sole authority or at the direction of the shareholder or shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation this 11<sup>th</sup> day of August, 1995.

  
ERIC F. JOHNSON

  
MELISSA R. JOHNSON

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared ERIC F. JOHNSON and MELISSA R. JOHNSON to me personally known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed same for the purposes expressed therein.

11<sup>th</sup> day of August, 1995. SWORN TO AND SUBSCRIBED before me in my presence this

  
NOTARY PUBLIC

Print Notary Name:

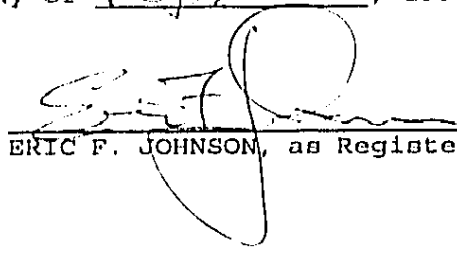
My Commission expires:

OFFICIAL NOTARY SEAL  
MARY SUE STARLING  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC211093  
MY COMMISSION EXP. NOV. 8, 1996

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named to accept service of process for **SUGAR MAGNOLIA'S GRILLE, INC.**, the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

Dated this 11<sup>th</sup> day of August, 1995.

  
ERIC F. JOHNSON, as Registered Agent

FILED  
SECRETARY OF STATE  
CORPORATIONS  
AUG 15 11:10:40