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LAW OFFICES OF  
JOHN L. POLK, P. A.

POST OFFICE BOX 1227  
PONTA GORDA, FLORIDA 33951-1227

141 WEST MARION AVENUE  
TELEPHONE (813) 639-1600

September 1, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

200001577882  
-09/05/95--01058--020  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Big John's Bar-Be-Que, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation which I have prepared for the above-referenced corporation.

Also enclosed is my check in the amount of \$122.50 (One Hundred Twenty Two and 50/100 Dollars).

Should you require any additional information, please do not hesitate to contact me.

Thank you for your cooperation in this matter.

Sincerely,

John L. Polk

JLP:dma

Enclosures

FILED  
SEP 5 1995  
FBI - TAMPA

SAB  
9/11/95

ARTICLES OF INCORPORATION  
OF  
BIG JOHN'S BAR-BE-QUE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following **Articles of Incorporation**.

**ARTICLE I - NAME**

The name of the corporation shall be **BIG JOHN'S BAR-BE-QUE, INC.**

The principal place of business of this corporation shall be 811 E. Helen Avenue, Punta Gorda, Florida.

**ARTICLE II - DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is organized is to engage in the operation of a mobile home unit and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is One hundred (100), all of which shall be common shares with a par value of one dollar (\$1.00) per share.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

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

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the primary stockholders and thereto the corporation at the fair market value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent registered or certified mail to the stockholders of the corporation and then to the corporation's principal place of business; and shall remain open for acceptance for a period of thirty (30) days from the date of mailing. If the stockholders and the corporation fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

Upon the death of the stockholder, the aforementioned provisions shall be binding on the heirs, beneficiaries, executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be: 141 West Marion Avenue, Punta Gorda, Florida and the name of the initial registered agent is JOHN L. POLK, ESQUIRE.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of one (1) member.

The name and street address of the first Board of Director is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN LLOYD, JR.	811 E. Helen Avenue Punta Gorda, FL 33950

#### ARTICLES VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN LLOYD, JR.	811 E. Helen Avenue Punta Gorda, FL 33950

#### ARTICLE IX - BY LAWS

The power to make, alter, amend, and repeal the Bylaws of the corporation shall be reserved to the stockholders of the corporation.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the fullest extent permitted by law.

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name and have executed these Articles of Incorporation on this 1<sup>st</sup> day of September, 1995.

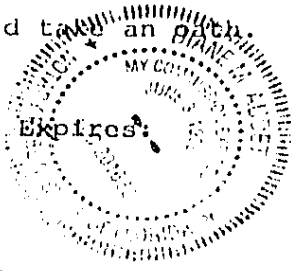
John Lloyd, Jr.  
INCORPORATOR

STATE OF FLORIDA

COUNTY OF CHARLOTTE

THE FOREGOING INSTRUMENT was acknowledged before me on this 1<sup>st</sup> day of September, 1995 by JOHN LLOYD, JR., who is personally known to me and who did take an oath.

My Commission Expires:



NOTARY PUBLIC

State of Florida-at-Large

Sign: Diane M. Audet

Print: Diane M. Audet

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


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

FIRST, that BIG JOHN'S BAR-BE-QUE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 811 E. Helen Avenue, Punta Gorda, Florida 33950, has named JOHN L. POLK, ESQUIRE, located at 141 West Marion Avenue, Punta Gorda, Florida 33950, as its agent to accept service of process within Florida.

DATED this 1<sup>st</sup> day of September, 1995.

John Lloyd, Jr.  
JOHN LLOYD, JR.

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.

  
\_\_\_\_\_  
JOHN L. POLK  
Registered Agent

STATE OF FLORIDA

COUNTY OF CHARLOTTE

THE FOREGOING INSTRUMENT was acknowledged before me this 18<sup>th</sup> day of September, 1995, by JOHN L. POLK, who is personally known to me and who did take an oath.

NOTARY PUBLIC

State of Florida-at-Large

Sign: Diane M. Audet

Print: DIANE M. AUDET

My Commission Expires:



FILED  
SEP 19 1995  
CLERK OF DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA