

# P96000011098

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

TELEPHONE 904.438.1311  
FAX 904.438.1312  
\*\*\*4131.25 \*\*\*4131.25

SUBJECT: Rodney's Dinners To Go, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

Rodney C. Lucas

Name (printed or typed)

2032 Old Dixie Hwy S.E.

Address

Vero Beach, Florida 32962

City, State & Zip

407-567-6825

Daytime Telephone number

96 FEB - 1 PM 2:40  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER FEB 5 1996

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

### OF

### Rodney's Dinners To Go, Inc.

#### ARTICLE I - NAME

The name of this corporation is Rodney's Dinners To Go, Inc.

#### ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law

#### ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE IV - CAPITAL STOCK

The amount of capital stock authorized for the corporation is a maximum of one thousand (1,000) shares of common stock having no par value which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent and the initial registered office of this corporation is:

Rodney C. Lucas  
2032 Old Dixie Hwy S.E.  
Vero Beach, Florida 32962

#### ARTICLE VI - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is:

Rodney's Dinners To Go, Inc.  
2032 Old Dixie Hwy S.E.  
Vero Beach, Florida 32962

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors of this corporation shall be not less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

NAME  
Rodney C. Lucas

ADDRESS  
2032 Old Dixie Hwy S.E.  
Vero Beach, Florida 32962

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#### **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

Rodney C. Lucas  
2032 Old Dixie Hwy S.E.  
Vero Beach, Florida 32962

#### **ARTICLE IX - SHAREHOLDERS' AGREEMENT**

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- A. Any limitation or restraint upon the transferability, alienation, or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and
- E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.


#### **ARTICLE X - INDEMNIFICATION**

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

#### **ARTICLE XI - AMENDMENT**

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the sole incorporator has executed these Articles of Incorporation, this 29th day of January, 1996.

  
Rodney C. Lucas

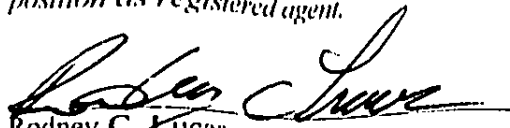
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PERSUANT TO THE PROVISIONS OF SECTION 607 0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE  
STATE OF FLORIDA.

1. The name of the corporation is: **Rodney's Dinners To Go, Inc.**
2. The name and address of the registered agent and office is:

**Rodney C. Lucas  
2032 Old Dixie Hwy S.E.  
Vero Beach, Florida 32962**

*Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in this capacity. I further agree to  
comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent.*

  
Rodney C. Lucas  
Registered Agent

1-29-96  
Date

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