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Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

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The Westwind Group of Miami, Inc.

☒ Profit Articles

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| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of P.A. |
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96 MAR 21 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE WESTWIND GROUP OF MIAMI, INC

Article I

Name

The name of the corporation is The Westwind Group of Miami, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized solely for the purposes of (1) holding shares of stock of corporations that operate Burger King restaurants and (2) operating Burger King restaurants.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

980 North Federal Highway, Suite 412
Boca Raton, Florida 33432

Article V

Capital Stock

This corporation is authorized to issue 10,000 shares of no par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

980 North Federal Highway, Suite 443
Boca Raton, Florida 33432

and the name of the initial registered agent of this corporation is:

James Thomas Bailey.

Article VII

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than 1. The name and address of the initial director of this corporation is:

Michael L. Strauss
WESTWIND
1255 High Bluff Drive, Suite 120
San Diego, California 92130

Article VIII

Incorporators

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

John E. Berg
KRASS, MONROE, SCHMIDT, MOXNESS & GIBSON, P.A.
1650 West 82nd Street
Suite 1100
Bloomington, Minnesota 55431

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850(1) and (2) of the Florida Statutes], as the same may be

amended from time to time, this corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein 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, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this revision.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of March, 1996.


John E. Berg, Incorporator

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CERTIFICATE OF DESIGNATION 96 MAR 21 PM 1:30
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: The Westwind Group of Miami, Inc.

2. The name and address of the registered agent and office is:

James Thomas Bailey

(Name)

980 N. Federal Highway, Suite 442

(P.O. Box NOT Acceptable)

Boca Raton, Florida 33432

(City/State/Zip)

SIGNATURE

TITLE

DATE

James Thomas Bailey
V.P. of Operations
3-20-96

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.

SIGNATURE

DATE

James Thomas Bailey
3-20-96