

# P96000025571

## 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 \$ \_\_\_\_\_

*PH*  
*3/22/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<i>3/22/96</i>		
TIME	<i>9:30</i>		CK No. _____
BY	<i>CD</i>		

WALK-IN  
Will Pick Up \_\_\_\_\_

RE: CAL Restaurant **FILED**

XIII, Inc. 96 MAR 22 PM 12:25

CLERK: JARYD BROWN  
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Capital Express™	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____
<input type="checkbox"/> Corp. Record Search	_____
<input type="checkbox"/> Ltd. Partnership File	_____
<input type="checkbox"/> Foreign Corp. File	_____
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)	_____
<input type="checkbox"/> Art. of Amend. File	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____
<input type="checkbox"/> C U S -	_____
<input type="checkbox"/> Fictitious Name File	_____
<input type="checkbox"/> Name Reservation	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____
<input type="checkbox"/> Reg. Agent Service	_____
<input type="checkbox"/> Document Filing	_____
<input type="checkbox"/> Corporate Kit	_____
<input type="checkbox"/> Vehicle Search	_____
<input type="checkbox"/> Driving Record	_____
<input type="checkbox"/> Document Retrieval	_____
<input type="checkbox"/> UCC 1 or 3 File	_____
<input type="checkbox"/> UCC 11 Search	_____
<input type="checkbox"/> UCC 11 Retrieval	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____
<input type="checkbox"/> Courier Service	_____
<input type="checkbox"/> Shipping/Handling	_____
<input type="checkbox"/> Phone ( )	_____
<input type="checkbox"/> Top Priority	_____
<input type="checkbox"/> Express Mail Prop.	_____
<input type="checkbox"/> FAX ( ) pgs.	_____

SUBTOTALS \_\_\_\_\_

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

RECEIVED  
 96 MAR 22 AM 10:00  
 DIVISION OF CORPORATIONS

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

ARTICLES OF INCORPORATION  
OF  
CNL RESTAURANTS XIII, INC.

FILED

96 MAR 22 PM 12:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

**Name and Address**

The name of this Corporation shall be CNL RESTAURANTS XIII, INC. and its physical and mailing address shall be 400 East South Street, Suite 500, Orlando, Florida 32801.

**ARTICLE II**

**Commencement of Corporate Existence**

This Corporation shall commence corporate existence upon the filing of these Articles, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**Purposes and General Powers**

The purposes of this Corporation shall be to engage in any and all lawful activities permitted under the Florida General Corporation Act, as the same now exists and as hereafter amended.

## ARTICLE IV

### Capital Stock

1. Number and Class of Shares Authorized; Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,500	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, (at a just valuation to be fixed by the Board of Directors of the Corporation).

2. Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each shares held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its Treasury or otherwise, of the same or any other kind, class, or series as that which he already holds, to purchase his pro rata share or any other share of such stock at the same price at which it is offered to others or any other price.

## ARTICLE V

### Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at, and the initial registered agent of the Corporation shall be Robert A. Bourne, 400 East South Street, Suite 500, Orlando, Florida 32801.

## ARTICLE VI

### Initial Board of Directors

This Corporation shall have two(2) directors initially. The number of directors may be

either increased or diminished from time to time as provided in the Corporation's bylaws. The names and street addresses of the initial directors of this Corporation are:

James M. Senell, Jr.  
400 East South Street, Suite 500  
Orlando, Florida 32801

Robert A. Bourne  
400 East South Street, Suite 500  
Orlando, Florida 32801

Directors may be removed with or without cause.

## **ARTICLE VII**

### **Incorporator**

The name and street address of the person signing these Articles as Incorporator is : Robert A. Bourne, 400 East South Street, Suite 500, Orlando, Florida 32801.

## **ARTICLE VIII**

### **Bylaws**

Except as otherwise provided by law, the power to adopt, alter, amend, or repeal the bylaws of this Corporation shall be vested in the Board of Directors.

## **ARTICLE IX**

### **Indemnification**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees, and agents, and former directors, officers, employees, and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, and agents in their capacity as such except for willful misconduct or gross negligence.

## **ARTICLE X**

### **Conflicts of Interest**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the

directors of this Corporation are peculiarly or otherwise interested in , or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

## **ARTICLE XI**

### **Limited Liability of Shareholders**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

## **ARTICLE XII**

### **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 shareholders is subject to this reservation.

## **ARTICLE XIII**

### **Headings and Captions**

The headings and captions of these various article are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore named, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereunto and hereunto sets his hand and seal this 21st day of March, 1996.

  
\_\_\_\_\_  
Robert A. Bourne

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of March, 1996, by ROBERT A. BOURNE, as Incorporator of CNL RESTAURANTS XIII, INC. on behalf of said corporation. He is personally known to me and did not take an oath.

*Michele Jane Turton*

Notary Public, State of Florida

Print Name: Michele Jane Turton

Commission #: CC441164

My Commission Expires: February 22, 1999

MICHELE JANE TURTON  
My Commission CC441164  
Expires Feb. 22, 1999  
Bonded by HAI  
#00-422-1555

\*\* SEAL \*\*



MICHELE JANE TURTON  
My Commission CC441164  
Expires Feb. 22, 1999  
Bonded by HAI  
#00-422-1555

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

**FILED**

96 MAR 22 PM 12:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**CNL RESTAURANTS XIII, INC.**

desiring to organize as a corporation under the laws of the State of Florida with its registered office at

400 East South Street, Suite 500, Orlando, Florida 32801

has named and designated

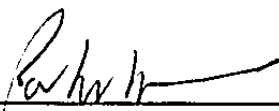
**Robert A. Bourne**

as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

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 relating to the proper and complete performance of my duties as Registered Agent.

DATED this 21st day of March, 1996.

  
\_\_\_\_\_  
Robert A. Bourne  
Registered Agent