

P96000029/68

TRANSMITTAL LETTER

FILED  
96 APR 27 PM 3:48  
TALLAHASSEE, FLORIDA

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

SUBJECT: Mermaids Seaside Cafe, Inc  
(Proposed corporate name - must include suffix)

800001758719  
-03/27/96--01066--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

FROM:

Brian K. Morgan

Name (Printed or typed)

2820 US 1 South Suite I

Address

St. Augustine, FL 32086

City, State & Zip

1-904-794-1217

Daytime Telephone number

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

D. BROWN APR - 3 1996

ARTICLES OF INCORPORATION  
OF

The undersigned, acting as incorporator under the provision of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be:

Mermaids Seaside Cafe, Inc.

ARTICLE II

TERM OF EXISTENCE

The duration of this Corporation is to be perpetual.

ARTICLE III

PURPOSES

The Corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE IV

STOCK CLAUSE

The aggregate number of shares of stock which this Corporation shall have authority of issue shall be 500 shares of common stock, each with a par value of \$1.00.

ARTICLE V

EXERCISE OF CORPORATE POWER

This corporation shall not have a Board of Directors. Exercise of corporate power and management of corporate affairs shall be accomplished by the Shareholders.

ARTICLE VI  
INCORPORATOR

The names and addresses of the persons signing these Articles are:

Jack S. Billingsley  
9166 Juno Lane  
St. Augustine, Florida 32084

ARTICLES VII  
INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote herein who did not give their written consent.

ARTICLE VIII  
STOCK TRANSFER AGREEMENTS

If all, or any of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third person, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer mortgage pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the

election shall be without prejudice to the contract rights, if any of the executive officer under such contracts.

#### ARTICLE IX

##### SHAREHOLDER RELIANCE ON CORPORATE RECORDS

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount of available for dividends or distributions he considers the assets to be of ample value.

#### ARTICLE X

##### INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is:

45 Cubbage Road  
St. Augustine, Florida 32086

The principal place of business is the same as the registered office.

The name of the initial registered agent of this Corporation is:

Jack S. Billingsley  
45 Cubbage Road  
St. Augustine, Florida 32086

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 22 day of March, 1996

STATE OF FLORIDA  
COUNTY OF ST. JOHN  
The Registered Agent hereby Accepts Duties and Responsibilities as Registered Agent

BEFORE ME, the undersigned authority, personally appeared Jack S. Billingsley to me well known and known to be the individual described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same of the purposes therein expressed.

WITNESS my hand and official seal at St. Johns County and State of South Carolina aforesaid, this 22 day of March, 1996

Kate M. Puka  
Notary Public,  
State of Florida at Large  
My Commission expires: 7-24-2000

MY COMMISSION EXPIRES 7-24-2000

FILED  
26 MAR 27 PM 3:48  
TALLAHASSEE, FLORIDA