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**THANK YOU**  
from  
**Your Capital Connection**

**ARTICLES OF INCORPORATION**

**OF**

**GINNY'S ALI-BY, INC.**

We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

Name of Corporation

The name of this corporation shall be:

**GINNY'S ALI-BY, INC.**

**ARTICLE II**

Existence of Corporation

This corporation shall begin existence on the date of filing and have perpetual existence.

**ARTICLE III**

Purposes

The general purposes for which the corporation is organized are:

1. To introduce, erect, update, conduct, manage, maintain and carry on a restaurant, care, cabaret business; to buy, sell, lease or otherwise dispose of, and to operate, conduct, furnish, equip and manage restaurants, inns eating houses, taverns, cabarets, cafes or places of entertainment, and generally, to do and perform everything necessary for carrying out the aforesaid purposes; to buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with; import and

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export food and food products of every class and description, fresh, carried, preserved or otherwise; and to prepare and serve all food, beverage, alcoholic or nonalcoholic and other preparations and refreshments of all kinds.

2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

#### **ARTICLE IV**

##### **General Powers**

The corporation shall have the power:

(a) To have a corporate seal, which may be altered at will, and to use it or a facsimile of it, or by impressing or affixing it or in any other manner reproducing it;

(b) To purchase, receive, or lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange or otherwise dispose of all or any part of its property;

(d) To lend money to, and use its credit to, assist its officers and employees in accordance with Section 607.0833, Florida Statutes;

(e) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell,

mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;

(f) To make contracts, guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(g) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(h) To conduct its business, locate offices, and exercise the powers granted by this act within or without the state;

(i) To elect directors and appoint officers, employees and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

- (j) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (k) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (l) To transact any lawful business that will aid governmental policy;
- (m) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (n) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;
- (o) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

## **ARTICLE V**

### **Capital Stock**

- (a) The total number of shares of Capital Stock authorized to be issued by the corporation shall be 100 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting to the stockholders. All or any part of said capital

stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## **ARTICLE VI**

### **Preemptive Rights**

The Stockholders of the Corporation shall have the preemptive rights to subscribe for and purchase their proportionate share of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholder of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

## **ARTICLE VII**

### **Principal Place of Business, Registered Office and Registered Agent**

The street address of the corporation's principal place of business is 5022 Highway 22, Panama City, FL 32404; and the name of the corporation's initial registered agent at such address is Helen Bush. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

### ARTICLE VIII

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

Name

Address

Helen Bush

5022 Hwy 22, Panama City, FL 32404

### ARTICLE IX

#### Incorporators

The name and address of the Incorporator of this Corporation is as follows:

Helen Bush, 5022 Hwy 22, Panama City, FL 32404

### ARTICLE X

#### Amendment to Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation. Further I have executed

these Articles for the uses and purposes herein state.

Helen Bush

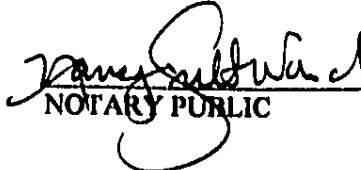
HELEN BUSH

REGISTERED AGENT/INCORPORATOR

STATE OF FLORIDA  
COUNTY OF DAY

BEFORE ME, the undersigned authority, personally appeared HELEN BUSH, to me personally known or who have produced Id. Driver's Lic. as identification, who acknowledged to and before me that they are the persons described in and who executed the foregoing instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this, the 11<sup>th</sup> day of June, 1996.

  
NOTARY PUBLIC

NOTARY OF STATE  
TALLAHASSEE, FLORIDA

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