

*1960002230*

*210 S. 10. 44 Ter.*  
Address  
*Cape Coral, FL 33914*  
City/State/Zip Phone #

001/11/05-01075-01  
944,45,00 944,45,00

Office Use Only

*800-462-1780*  
CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):  
*940-540-4713*

- Rocky's Downtown, Inc.*  
(Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

FILED  
56 APR 29 PM 1:25  
SECRETARY OF STATE  
FLORIDA

- ☐ Walk in ☐ Pick up time ☐ Certified Copy ☐ Certificate of Status  
☐ Mail out ☐ Will wait ☐ Photocopy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Spec. Rate 625*  
*10/10/96-1728*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Northam  
Secretary of State

August 16, 1996

CAROLYN GRIMSEY  
210 S.W. 44TH TERRACE  
CAPE CORAL, FL 33914

SUBJECT: RODINO'S DOWNTOWN, INC.  
Ref. Number: W96000017228

We have received your document for RODINO'S DOWNTOWN, INC. and check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 296A00039162

**ARTICLES OF INCORPORATION  
OF  
RODINO'S DOWNTOWN, INC.**

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96 AUG 23 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, who is a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the Florida Business Corporation Act and other laws of the State of Florida.

**ARTICLE I**

**NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS**

The name of this corporation is "RODINO'S DOWNTOWN, INC." The street and mailing address of the principal office is 2123 First St., Fort Myers, FL 33901.

**ARTICLE II**

**CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) at \$1.00 par value.

**ARTICLE III**

**EFFECTIVE DATE AND TERM OF EXISTENCE**

The effective date of corporate existence for the entity formed by these Articles shall be the 26 day of August, 1996, and this corporation is to exist perpetually thereafter.

EFFECTIVE DATE  
8/26/96

**ARTICLE IV**  
**REGISTERED OFFICE**  
**AND REGISTERED AGENT**

The name of the initial registered agent of this corporation is Carolyn Grimsby and the initial registered office is located at 13515 Bell Tower Drive, Suite 101 Fort Myers, Florida 33907.

**ARTICLE V**  
**DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the procedures set forth in the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
President/Treasurer Frank Rodino	2123 First St. Fort Myers, FL 33901

Vice President/Secretary Carlos Quinones	210 SW 44th Terrace Cape Coral, FL 33914
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Directors of this corporation may take action by written consent as provided by law.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Incorporator signing these Articles of

Incorporation is:

NAME

Frank Rodino

ADDRESS

2123 First St.  
Fort Myers, FL 33901

ARTICLE VII

BYLAWS

The manner of exercising voting rights and procedures of the operation of the corporation are set forth in the Bylaws. The Bylaws may be amended in the manner set forth in the Bylaws.

ARTICLE VIII

AMENDMENTS

These Articles may be amended by action or vote of a majority of the Board of Directors, provided, however, shareholder approval shall be obtained when required by law from time to time.

ARTICLE IX

INDEMNIFICATION

Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by

him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

Expenses. To the extent that a director, officer or committee member of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article IX above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such

action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article IX, or as otherwise permitted by law.

Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer or committee member, and shall inure to the benefit of the heirs and personal representatives of such person.

Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether the corporation would have the power to indemnify him against such liability under the provisions of this Article or not. Notwithstanding anything in this Article IX to the contrary, the provisions herein provided for indemnification shall be applicable only to the extent insurance coverage does not apply or is insufficient.

Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## **ARTICLE X**

### **SPECIAL PROVISIONS**

No contract or other transaction between the corporation and any other corporation or entity, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or are directors or officers of such other corporation or principal of such other entity, and any director or directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, corporation or entity in which he may be interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation or entity without regard to the fact that he is also a director or principal of such subsidiary or controlled corporation or entity.

IN WITNESS WHEREOF, the undersigned subscribers have executed these



Articles of Incorporation this 26 day of August, 1996.

Frank Rodino  
FRANK RODINO

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 26 day of August, 1996, by FRANK RODINO, who is personally known to me or has produced 2 / 11 as identification. If no type of identification is indicated, the above-named person is personally known to me.

Carolyn Grimsey  
Notary Public  
Printed Name Carolyn Grimsey  
State of Florida  
My Commission Expires \_\_\_\_\_

OFFICIAL NOTARY SEAL  
CAROLYN GRIMSEY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC33427  
MY COMMISSION EXPI. JAN. 8, 1998

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
OF RODINO'S DOWNTOWN, INC.**

Having been named to accept service of process for the above stated corporation at the place designated above, I hereby certify that I am familiar with and accept the duties, responsibilities and obligations as registered agent for said corporation and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: August 26, 1996.

Carolyn Grimsey  
CAROLYN GRIMSEY/AGENT

FILED  
96 AUG 29 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA