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Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jofferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Orlando Beverage Management, Inc.

☒ Profit *Auto of Inc.*

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

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☐ Dissolution/Withdrawal

☐ Annual Report

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

ORLANDO BEVERAGE MANAGEMENT, INC.

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96 SEP 24 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: ORLANDO BEVERAGE MANAGEMENT, INC.

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 3860 W. Northwest Hwy. Suite 300, Dallas, Texas 75220

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1000 shares, par value \$10.00 per share.

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
_____	_____	_____	_____
_____	_____	_____	_____

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

SERIES	RELATIVE RIGHTS	PREFERENCES

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

None

SEVENTH: PROVISIONS FOR THE REGUALTION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

See addendum attached hereto.

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT CORPORATION SYSTEM

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS one, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Steven D. Jorns
3860 W. Northwest Hwy. Suite 300
Dallas, Texas 75220

AMENDMENT TO STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
ORLANDO BEVERAGE MANAGEMENT, INC.

Seventh: Provisions for the regulation of the internal affairs of the corporation as:

(a) Cumulative voting by the shareholders of the corporation at any election for directors of the corporation is hereby prohibited. Every shareholder entitled to vote at each such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

(b) Each director and each officer (and the heirs, executors and administrators thereof) shall be indemnified by the corporation against reasonable costs and expenses (including attorney's fees) incurred thereby in connection with any action, suit or proceeding to which such director or officer may be made a party by reason of such director or officer being or having been a director or officer of the corporation, except in relation to any actions, suits or proceedings, in which such director or officer has been adjudged liable because of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office of such director or officer. In such cases, in the absence of any adjudication which expressly absolves the director or officer of liability to the corporation or its shareholders for willful misfeasance, bad faith, gross negligence and reckless disregard of the duties involved in the conduct of the office of such director or officer, or in the event of a settlement, each director and officer (and the heirs, executors and administrators thereof) shall, nevertheless, be indemnified by the corporation against payments made, including reasonable costs and expenses, provided that such indemnity shall be conditioned upon the prior determination by a resolution of two-thirds of those members of the Board of Directors of the corporation who are not involved in the action, suit or proceeding, that the director or officer has no liability by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office of such director or officer, and provided further that, if a majority of the members of the Board of Directors of the corporation is involved in the action, suit or proceeding, such determination shall have been made by written opinion of independent counsel. Such a determination by the Board of Directors, or by independent counsel, and the payments of amounts by the corporation on the basis thereof shall not prevent a shareholder from challenging such indemnification by appropriate legal proceedings on the ground that the person indemnified was liable to the corporation or its security holders by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office of such director or officer. The foregoing rights and indemnification shall not be exclusive of any other rights to which the officers and directors may be entitled according to law.

(c) Except to the extent such power may be modified or divested by action of shareholders representing a majority of the issued and outstanding shares of the capital stock

of the corporation, the power to alter, amend or repeal the By-Laws of the corporation shall be vested in the Board of Directors.

(d) No contract, act or transaction of this corporation with any person or persons, firm, trust or association, or any other corporation shall be affected or invalidated by the fact that any director, officer or shareholder of this corporation is a party to or is interested in, any such contract, act or transaction, or is in any way connected with any such person or persons, firm, trust or association, or is a director, officer or shareholder of, or otherwise interested in, any such other corporation, except as may be otherwise provided in Article 2.41 of the Texas Business Corporation Act. No duty to pay damages to this corporation shall be imposed upon such director, officer or shareholder of this corporation solely by reason of such fact, regardless of whether the vote, action or presence of any director, officer or shareholder may be or have been necessary to obligate this corporation on, or in connection with, such contract, act, or transaction, provided that if such vote, action or presence is or shall have been necessary, such interest or connection shall have been known or disclosed to the Board of Directors of this corporation. Except as otherwise required by law, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as director, except that this article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for:

(1) a breach of the director's duty of loyalty to the corporation or its shareholders or members;

(2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;

(3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

(4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Vivianne Jones
Sharon L. Dean
LaDonna McKinney

350 N. St. Paul, Dallas, TX 75201
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THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 23rd DAY OF September, 1996.

Vivianne Jones
SIGNATURE/TITLE

Sharon L. Dean
SIGNATURE/TITLE

LaDonna McKinney
SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: **CT CORPORATION SYSTEM** IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

FILED
6 SEP 20 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

DATED 9/23, 1996

BY [Signature]
MICHAEL E. JONES
REGISTERED SECRETARY

(TITLE OF OFFICER)