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PRINTED NAME
LEGAL & FINANCIAL SERVICE

P96000096699

ACCOUNT NO. : 072100000032

REFERENCE : 170137 6209A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuto

ORDER DATE : November 27, 1996

ORDER TIME : 11:27 AM

ORDER NO. : 170137-005

EFFECTIVE DATE

CUSTOMER NO: 6209A

11-26-96

800002016228--7

CUSTOMER: Wade Boyette, Esq
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

DOMESTIC FILING

NAME: BULLFROG PIZZA & SUBS, INC.

EFFECTIVE DATE: 11-26-96

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RECEIVED
95 NOV 27 PM 1:22
FILED
95 NOV 27 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
11-26-96

ARTICLES OF INCORPORATION
of
BULLFROG PIZZA & SUBS, INC.

FILED
95 NOV 27 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be: BULLFROG PIZZA & SUBS, INC.,
115 East Broad Street, Groveland, FL 34736.

ARTICLE II
Purposes

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

ARTICLE III
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

Robin T. Potter

ADDRESS

15140 Farm Road
Groveland, FL 34736

The names and addresses of the Director(s) is/are:

NAME

Robin T. Potter

Dave Davison

ADDRESS

15140 Farm Road
Groveland, FL 34736

501 State Road 50
Groveland, FL 34736

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin shall be the date of execution of these Articles of Incorporation. This election is pursuant to Florida Statute 607.0123.

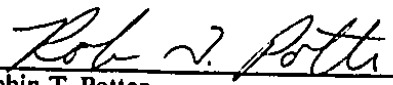
ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 115 East Broad Street, Groveland, FL 34736. The name of the Registered Agent of this corporation is DAVE DAVISON at the above office address.

ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.


IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this November 26, 1996.


Robin T. Potter

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for BULLFROG PIZZA & SUBS, INC., as stated in these Articles of Incorporation.

Dated: November 26, 1996.


Robin T. Potter

FILED
95 NOV 27 PM 3:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE