

P96000/01391

TRANSMITTAL LETTER

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

SUBJECT: THE CIGAR CLUB OF DESTIN  
(Proposed corporate name - must include suffix)

200002023482--7  
-12/09/96--01033--003  
\*\*\*\*\*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

ADDITIONAL COPY REQUIRED

FROM: JOHN LANCASTER  
Name (Printed or typed)

285 Hwy. 98 E.  
Address

DESTIN, FLA. 32541  
City, State & Zip

904-650-1600  
Daytime Telephone number

00504

SN DEC 10 1996

W96-25840

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

FILED  
96 DEC 17 AM 9:20  
TALLAHASSEE, FLORIDA  
STATE



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

December 10, 1996

JOHN LANCASTER  
285 HWY. 98 E  
DESTIN, FL 32541

SUBJECT: CIGAR CLUB OF DESTIN, INC.  
Ref. Number: W96000025840

We have received your document for CIGAR CLUB OF DESTIN, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

THE REGISTERED OFFICE LISTED IN YOUR ARTICLES OF INCORPORATION MUST BE CONSISTENT THROUGHOUT THE DOCUMENT.,

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) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 396A00055103

ARTICLES OF INCORPORATION  
OF  
CIGAR CLUB OF DESTIN, INC.

FILED  
95 DEC 17 AM 9:19  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is CIGAR CLUB OF DESTIN, INC.

Article II - Principal Office; Mailing Address

The address of the principal office of the corporation is 285 Highway 98 E., DESTIN, FL 32541. The mailing address is the same.

Article III - Duration

This corporation shall exist perpetually, commencing with the date of filing.

Article IV - Purpose

This corporation is organized to carry on the operation of restaurant with the sale of alcoholic beverages and for the purpose of transacting any or all other lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

Article VI - Shares of Stock

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

John Lancaster	51 shares
Jared Hamilton	49 shares

Article VII - Preemptive Rights

The corporation may, through its by-laws provide that, with regard to certain shares of the stock of the corporation as

designated in such by-laws, every holder of such designated shares, upon the issuance or any sale for bonafide consideration of any new stock of this corporation of the same kind, class or series as that designated stock which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others. This section is not intended to preclude assignment by Jared Hamilton to Marie Bufano of up to, but no more than, 24 of his 49 initially issued shares together with the pre-emptive rights associated with those shares, which is expressly permitted, but this section shall apply to any shares so assigned to her. Further, all shares issued by this corporation to Jared Hamilton, or issued subject to pre-emptive rights associated therewith, shall be subject to an option to purchase and first right of refusal held by John Lancaster, such option to be more specifically set forth in a written agreement to be drafted and signed hereafter, and any such shares so assigned to Marie Bufano shall continue to be subject to that option and first right of refusal in her hands.

#### Article VIII - Restriction of Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article V. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further

specified in the By-laws of this corporation, or by written agreement between the corporation and the shareholders.

Article IX - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 225 Main Street, Destin, Florida 32541 and the name of the initial registered agent of this corporation at that address is MATTHEW W. BURNS who evidences acceptance of this appointment by his signature below.

Article X - Powers of Directors Held By The Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders of record, each of whom shall have one (1) vote in the affairs of the corporation for each share of stock of the corporation owned by the said shareholder. The powers and duties conferred or imposed upon directors by virtue of Florida Statutes shall be instead conferred or imposed upon the shareholders.

Article XI - Incorporators

The name and address of the person signing these articles is:

John Lancaster  
285 Highway 98 E  
Destin, Florida 32541

Until shares of stock in this corporation have been issued, the incorporator shall have the power to adopt, amend, or repeal a corporate seal and a form for stock certificates, and to authorize the officers appointed herein to receive subscriptions for stock and to issue stock pursuant to such subscriptions and as provided for in these Articles. Subsequent to the initial issuance of

shares of stock in this corporation, such power shall be held and exercised by the shareholders as provided elsewhere herein, or as specified in the By-laws.

#### Article XII - Officers

The initial officers of the corporation and the names of the persons initially holding office are set forth below:

President	John Lancaster
Vice-President	Jared Hamilton
Secretary	John Lancaster
Treasurer	John Lancaster

Upon adoption of By-laws, all corporate officers, manner of election, manner of removal and of filling vacancies, and terms of office shall be as prescribed in said By-laws. Prior to the adoption of By-laws, corporate offices may be created, abolished, or merges, and officers may be removed and vacancies in offices filled by unanimous vote of the shareholders.

#### Article XIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

#### Article XIV - Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### Article XV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

#### Article XVI - Tax Article

It is the intention of this Charter that the incorporator

shall sell the capital stock of this corporation in accordance with the conditions of Section 1242 - 1244, inclusive, of the Internal Revenue Code. Further, the shareholders of the corporation are hereby authorized, by appropriate resolution, to elect to have the corporation file its income tax returns pursuant to the provisions of Subchapter "S" of the Internal Revenue Code, but such election is not hereby made.

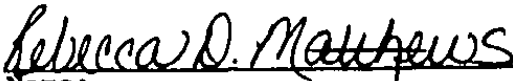
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of November, 1996.

  
John Lancaster  
285 Highway 98 E  
Destin, Florida 32541

STATE OF FLORIDA )  
COUNTY OF OKALOOSA )

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared JOHN LANCASTER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

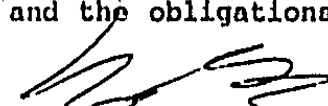
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22 day of November, 1996.

  
Name:  
Notary Public  
My commission expires:




Acceptance of Appointment as Registered Agent

The undersigned, pursuant to F.S. 607.0501, states that the undersigned is familiar with the obligation, and hereby accepts appointment as such Registered Agent and the obligations of that position.

  
Matthew W. Burns  
225 Main Street, Suite 20  
Dunedin, Florida 32541  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF OKALOOSA )

SWORN TO AND SUBSCRIBED before me this 12<sup>th</sup> day of December, 1996, by Matthew W. Burns, who is known to me or who presented as identification.

  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: 4/24/97

Jo Tanner  
Florida Notary Public  
Commission #CC 280802  
Commission Expires 4/24/97

FILED  
96 DEC 17 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



P96 000101391

SMITH, GRIMSLEY, BAUMAN, PINKERTON,  
PETERMANN, SAXER & WELLS  
ATTORNEYS AND COUNSELORS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
25 WALTER MARTIN ROAD N.E.  
P.O. BOX 2370  
FORT WALTON BEACH, FLORIDA 32549

WALTER J. SMITH  
JAMES W. GRIMSLEY  
STEVEN D. BAUMAN  
DREW H. PINKERTON  
RICHARD D. PETERMANN\*\*  
CHRISTOPHER P. SAXER  
KELVIN CLYDE WELLS

\*BOARD CERTIFIED CRIMINAL TRIAL LAWYER  
\*\*ALSO ADMITTED IN ALABAMA AND WYOMING

TELEPHONE (904) 843-8194  
TELECOPIER (904) 864-5728

March 19, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300002130763--9  
-04/01/97--01111--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Cigar Club of Destin, Inc.

To Whom It May Concern:

Enclosed please find a copy of the resignation of Jared Hamilton from any and all offices and directorships of the Cigar Club of Destin, Inc. Please be so kind as to amend the corporate information to reflect same.

Should you have any questions, please feel free to contact me. Until then, I remain

Very truly yours,

  
CHRISTOPHER P. SAXER

CPS/be

Enclosure as stated

cc: Jared Hamilton

FILED  
97 MAR 31 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

off  
LFT  
4-1-97

~~\*1055-2267, 672\*~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 24, 1997

Christopher P. Saxon, Esquire  
% Smith, Grimsley, Bauman, et-al  
Post Office Box 2379  
Ft. Walton Beach, FL 32549

SUBJECT: CIGAR CLUB OF DESTIN, INC.  
Ref. Number: P96000101391

FILED  
97 MAR 31 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 597A00014793

March 19, 1997

Mr. John Lancaster  
C/O Matthew W. Burns, Esq.  
P.O. Box 1226  
Destin, Florida 32540

Re: Resignation; Cigar Club of Destin, Inc.

Dear John:

This letter serves as notice that I am resigning as Vice-President and Director of the Cigar Club of Destin, Inc., and will no longer hold any office with the corporation.

This resignation is effective at 12:00 noon on March 19, 1997.

Sincerely,

  
JARED HAMILTON  
379 Canterbury Court  
Fort Walton Beach, Florida 32548  
(904) 664-7543

FILED  
91 MAR 31 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA