

P97000012335

Cheryl Spence

Requestor's Name

7444 Burnway Dr

Address

Orlando, FL 32819 (407)

City/State/Zip

Phone # 352-

6649

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Ruby's Jamaican Cuisine, Inc.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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

RECEIVED
96 FEB -6 PM 4:22
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

FILED
97 FEB -6 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

RUBY'S JAMAICAN CUISINE, INC.

The undersigned incorporator makes, subscribes, acknowledges, and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is:

RUBY'S JAMAICAN CUISINE, INC.
720 N. Hastings Rd
Orlando, FL 32808

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence as of the date of the complete execution and acknowledgment of these Articles.

ARTICLE III - NATURE OF BUSINESS

The nature of the business, objects or purposes to be transacted, promoted or carried on, are:

(1) This corporation is organized and chartered for the purpose of performing the functions and conducting the activities contemplated to Develop, Purchase, Sell, Transfer, Rent, Lease, Manage and deal in the Restaurant Business.

(2) (a) To engage in any business related to the specific powers of this Corporation, and as may be from time to time be authorized or approved by the Board of Directors of this Corporation;

(b) To qualify to do business and to conduct business in any state of the United States or District of Columbia; and,

(c) In general, to engage in any lawful act or activity, whether or not related to the foregoing for which corporations may be organized under the Florida Business Corporation Act, and to do any or all of the things hereinbefore set forth to the same extent as natural persons can do.

The foregoing clauses shall be construed as powers as well as objects and purposes, and the objects, purposes and powers specified in the foregoing clauses shall not, except where otherwise expressed, be limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but each object, purpose or power stated in the foregoing clauses of this Article shall be regarded as an independent object, purpose or power.

ARTICLE IV - CAPITAL STRUCTURE

The total number of shares of stock which the corporation shall have the authority to issue is three million (3,000,000) shares of which one million (1,000,000) shares the par value of one tenth of One Dollar (\$.10) each, amounting in the aggregate to \$100,000 dollars shall be designated Common Stock, and of which two million (2,000,000) shares of the par value of One Dollar (\$1.00) each, amounting in the aggregate to two million dollars (\$2,000,000) shall be designated Preferred Stock -Series A.

The powers, preferences and rights, and the qualifications, limitations or restrictions of the Preferred Stock - Series A are as follows:

(1) The Preferred Stock - Series A (hereinafter called "Preferred Series A Stock") will be issued for sale to Investors in the corporation and to incorporators, officers and shareholders.

(2) Voting. The holders of Preferred Series A Stock shall not be entitled to vote on any matters for which a vote of the corporation may be sought, except to the extent allowed by ownership of common share as set forth.

The initial total distribution of common shares available will total 100,000 shares. Additional voting shares will be available from time to time to Shareholders and Officers as agreed upon by the share holders or by the Board of Directors.

(3) Dividends.

(a) The holders of Preferred Series A Stock shall be entitled to be paid from the retained earnings of the Corporation cumulative dividends at the rate of the par value per share per annum when and as declared by the Board of Directors, payable on the anniversary of the date of issuance of such shares.

(b) Dividends on the Preferred Series A Stock shall be payable on a preferred and cumulative basis so that no amount shall be set aside for or paid to any other class of stock, except other outstanding preferred stock issued to investors having special written commitments for such payments. The investor shall not be entitled to interest on unpaid cumulative dividends.

(c) All cumulative dividends to preferred share holders shall be paid before any new dividends are paid to holders of common shares.

(d) The Corporation may, at its option, enter into Stock purchase agreements with investors or joint venture partners for additional capital at anytime deemed to be in the interest of the Corporation.

(e) Certain of the Corporation's subordinated debentures sold to the SBA may entitled to a reduced interest rate according to Section 317 of the Small Business Investment Act of 1958, as amended. In the event the SBA has purchased such subordinated debentures, and so long as the

SBA shall hold such subordinated debentures, the Corporation shall not pay dividends or make any distribution to shareholders other than SBA until it has first paid SBA the interest subsidy, which shall be the difference between the rate of interest on such subordinated debentures payable pursuant to Section 317 of said Act and the rate of interest which would have been payable pursuant to Section 303 (b) of said Act, without interest on such difference.

The Board of Directors is specifically authorized to fix by resolution or resolutions the voting powers, full or limited, or no voting powers, the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or any thereof of any class or series of stock that may be desired but which have not been fixed by these Articles of Incorporation.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is Orlando Florida, and the name of the initial registered agent of this corporation at that address is

CHERRYL SPENCE

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation, and the laws of the State of Florida shall hold office until the first annual meeting of the Shareholder or until their successors are elected and qualified, or until their resignation, removal from office or death are:

NAME

STREET ADDRESS

CHERRYL A. SPENCE

**7444 BURNWAY DR.
ORLANDO, FL 32819**

GARLAND A. SPENCE

**2331 HUNTINGTON GREEN CT.
ORLANDO, FL 32839**

ARTICLE VIII - INCORPORATION

The name and street address of the Incorporator is:

NAME

STREET ADDRESS

CHERRYL A. SPENCE

**7444 BURNWAY DR.
ORLANDO, FL 32819**

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors or the Shareholders.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment hereto; any right conferred upon the Shareholder is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 6TH day of FEBRUARY, 1997.

Cherryl A. Spence

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared CHERRYL A. SPENCE to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state named above this 6TH day of FEBRUARY, 1997.

Beryl Ward Fuller
Notary Public, State of
Florida at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Chapter 607.034, Florida Statutes, the following is submitted:

First--That RUBY'S JAMAICAN CUISINE/ INC., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at City of ORLANDO
of FLORIDA, has named CHERRYL A. SPENCE located at 7444 BURNWAY
DR., ORLANDO, FL 32819

(Street address and number of building;
post office box address is not acceptable)

City of Orlando, State of Florida, as its agent to accept service of process within Florida.

The Street address of the registered office and the street address of the business of the
registered agent are identical.

SECRETARY

Corporate Title

Dated: 2/6/97

Having been named to accept service of process for the above-stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with provisions of all statutes relative to the proper and complete performance of my
duties.

Cherryl A. Spence
Registered Agent

Dated: 2/6/97

FILED
97 FEB - 6 PM 4:24
TALLAHASSEE
SECRETARY OF STATE
FLORIDA