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LAW OFFICE OF
THOMAS W. GARRARD, P. A.
520 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950

SANDRA S. MILLICAN
CERTIFIED LEGAL ASSISTANT

(941) 639-7020
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February 5, 1997

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314-6327

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-02/10/97--01066-010
***122.50 ***122.50

Re: Tromble and Company Midstate, Inc.

Dear Sir/Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation as well as a check, in the amount of \$122.50, representing the required filing fees.

After processing, please return the certified copy of the Articles of Incorporation in the self-addressed, stamped envelope provided for your convenience.

Should you have any questions or require additional documentation, please feel free to contact our office.

Sincerely,

Sandra Millican, C.O.A.

Sandra Millican
Certified Legal Assistant

/sm

Enclosures

pc: Rick Tromble

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 PM 12:32

9/2/12/97

**Articles of Incorporation
of
Tromble and Company Midstate, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 10 PM 12:32

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**Article I
Name**

The name of the corporation is Tromble and Company Midstate, Inc.

**Article II
Purposes**

The general purposes for which the corporation is organized are:

1. To engage in the business of owning and operating restaurant establishments.
2. To engage in or transact any other lawful trade or business.

**Article III
Commencement Of Corporate Existence**

Pursuant to Section 607.0203 of the Florida General Corporation Act, the existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Department of State of the State of Florida.

**Article IV
Corporate Stock**

The aggregate number of shares which the corporation is authorized to issue is 500 and such shares shall have a par value of \$1.00 per share.

Article V
Stock Restrictions

The issuance or transfer of stock shall be treated as a transfer of the franchisee's rights under the Taco Bell Franchise Agreement. Such transfer requires the Company's consent. Prior to any issuance or transfer of stock, the Corporation will furnish the Company with written notice containing the details of such proposed transfer or issuance.

Each stock certificate shall include the following legend:

"The transfer of this stock is subject to the terms and conditions of a franchise agreement with Taco Bell Corporation. Reference is made to said franchise agreement and to restrictive provisions of the charter and by-laws of this corporation."

Article VI
Registered Agent

The street address of the initial registered office, principal office and the mailing address of the corporation, is 1853 Royalview Drive, Port Charlotte, Florida 33948, and the name of its initial registered agent at such address is Rick Tromble.

Article VII
Management Of Corporate Affairs

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under, the direction of the stockholders.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

**Article VIII
Incorporators**

The name and address of the initial incorporator is:

**Rick Tromble
1853 Royalview Drive
Port Charlotte, Florida 33948**

**Article IX
Bylaws**

The power to make, alter, amend, and rescind the by-laws of the corporation shall be reserved to the stockholders of the corporation.

**Article X
Amendment Of Articles Of Incorporation**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

**Article XI
Indemnification**

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

In Witness Whereof, the undersigned subscriber has executed these Articles of Incorporation this 5th day of February, 1997.



Rick Tromble

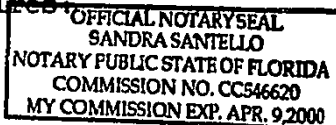
STATE OF FLORIDA
COUNTY OF CHARLOTTE

I hereby certify that on this day, before me, a notary public duly authorized in the state and county above to take acknowledgments, personally appeared Rick Tromble, who is

personally known to me, who did not take an oath, and who is known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed his name to said articles freely and voluntarily for the uses and purposes therein mentioned.

Witness my hand and official seal at Punta Gorda, Charlotte County, Florida, this 5th day of February, 1997.

My Commission Expires
(Seal)



Sandra Santello
Notary Public

Print *Sandra Santello*

Acceptance Of Registered Agent

Having been named to accept service of process on behalf of the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporations Act relative to keeping open said office.

[Signature]
Rick Tromble

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 PM 12:32

This instrument was prepared by:
Thomas W. Garrard, Esquire
Law Office of Thomas W. Garrard, P.A.
520 East Olympia Avenue
Punta Gorda, Florida 33950
{941} 639-7020