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March 24, 1997

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

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-03/26/97--01039--007
*****70.00 *****70.00

Re: Tailgators of Gulf Breeze, Inc.
My File CORP 135

Dear Ladies or Gentlemen:

I have enclosed original and one copy of the corporate charter of the above-captioned Tailgators of Gulf Breeze, Inc., for filing.

Also enclosed is my check in the amount of \$70.00, representing your fees as follows:

Filing Fee	\$35.00
Resident Agent's Fee	\$35.00
	<u>\$70.00</u>

If you have any questions or comments, please contact me.

Yours very truly,


BARNE J. MORAIN

BJM:gh
Enclosures

FILED
97 MAR 26 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 3/28/97

**CERTIFICATE OF INCORPORATION
OF
TAILGATORS OF GULF BREEZE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being two (2) in number, hereby associate themselves together for the purpose of becoming a body corporate under the Laws of the State of Florida, and do hereby certify and make, subscribe and acknowledge, and file in the office of the Secretary of State of the State of Florida, this Certificate, to wit:

1. The name of the corporation shall be:

TAILGATORS OF GULF BREEZE, INC.

2. The principal office of this corporation will be in Gulf Breeze, Santa Rosa County, Florida, and its address will be 2548 Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

3. The general nature of the business to be transacted is as follows:

To engage in the operation of a restaurant and sale of oddities, including the right to rent, lease, buy, sell, build, contract, equip, repair, maintain or improve said properties, both real and personal.

To buy, sell, build, contract, equip, repair, maintain, improve, lease, rent and let lands, dwellings, buildings, stores, warehouses, and other lands or buildings necessary, proper or convenient for corporate uses.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise, and real and personal property, and services of every class and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph or telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To borrow money and contract debts when necessary for the transaction of its business and for the exercise of its corporate rights, privileges, or franchise or for any other purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures, and other

obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgages, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful object.

To acquire and pay for in cash, stock, bonds, of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation and to be entitled to own the assets, including stock and voting rights therein, of other such businesses, firms, or corporations and otherwise conduct the business of a holding company for such other firms, companies or corporations.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States and the District of Columbia and foreign countries.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights, trademarks, franchises and any licenses or other rights and interest therein and thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other State or Government, and while the owners of such to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer the shares of its own capital stock according to the Laws of the State of Florida.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation, or any amendment hereto or necessary and incidental to the protection and benefit of this corporation, and in general to carry out any lawful business necessary or incidental to the obtainment of the objects of this corporation, whether or not such business is similar in nature to the objects set forth in this Certificate of Incorporation or any amendment thereto, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might

or could do.

The foregoing clauses shall be construed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation or the nature of business or businesses to be transacted or engaged in by said corporation, but shall be in addition to the business or businesses authorized to be conducted by corporations under the Laws of the State of Florida.

4. The common stock of this corporation shall consist of 5,000 shares at \$1.00 par value.

5. The amount of capital stock with which this corporation will begin business is hereby fixed at Five Hundred Dollars (\$500.00), being 500 shares.

6. That this corporation shall exist perpetually and the existence shall cease only upon its lawful dissolution, and, shall begin as of April 1, 1997.

7. The number of directors of said corporation is hereby fixed at not less than one (1) nor more than five (5), the number to be chosen for any given year to be determined by the By-Laws and the stockholders as provided in said By-Laws; provided that until the number of members of the Board of Directors shall be otherwise changed, such Board of Directors shall consist of two (2) members.

8. The names and addresses of the officers and the members of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the By-Laws of this corporation, and the Laws of the State of Florida shall hold office for the first year of existence of the corporation, and until their successors are elected and have qualified, are as follows, to wit:

Board of Directors, Officers and Subscribers

Michael S. O'Daniel, Jr., Director and President, 2800 Blackshear Avenue, Pensacola, Florida 32503, who subscribes for 1600 shares of stock.

Christopher T. Bearden, Director and Secretary, 2755 Bayview Way, Pensacola, Florida 32503, who subscribes for 1600 shares of stock.

9. The resident agent of the corporation is Michael S. O'Daniel, Jr.,

same address as above, being also the address of the corporation.

10. The whole or any part of the capital stock of the corporation (including the subscribed herein) may be paid for in money or in property, labor, services or real estate having a value, in the judgment of the Board of Directors, equivalent to the full par value of the shares of stock to be issued therefor. The Board of Directors is hereby authorized to issue and to hold all or any part of shares of the capital stock of the corporation (including that herein subscribed) as partly paid.

11. These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders entitled to vote sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

12. If any holders of any shares of common stock of this corporation desires to dispose of the same or any part thereof, he shall not transfer or otherwise dispose of the same or any part thereof to third parties unless and until he has first offered to the holders of the remaining outstanding common stock the right to purchase such shares in proportion to the amount of such common stock outstanding as held by each individual stockholder and at the price per share such stock is eventually sold for. This provision shall also apply to the corporation for the shares held by said corporation as unissued. In the event an individual stockholder is unable to exercise his right to purchase his proportionate share of the stock offered within twenty (20) days of the tender of such stock, such individual stockholder's proportionate amount shall then be offered to the remaining stockholders in proportion to the share held by such other individual common stockholder. In the event acceptance of the tender as just described of the stock offered should not be made within twenty (20) days of said tender, or the same shall be refused in writing prior to such twenty (20) days, the holder of such stock desiring to dispose of same must then offer such to the corporation before he may offer to sell such stock to such other third parties as may be interested therein.

13. That these articles of incorporation must be supplemented by

By-Laws, which By-Laws must be passed by a majority of the members of the Board of Directors and otherwise approved by said Board of Directors.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to this Certificate of Incorporation, as subscribers as aforesaid, on this the 24th day of March, 1997, and made and executed this Certificate of Incorporation in the State of Florida, for the uses and purposes aforesaid.

Signed and sealed in the presence of:

Virginia Hunt
Witness VIRGINIA HUNT
Barne J Morain
Witness Barne J Morain

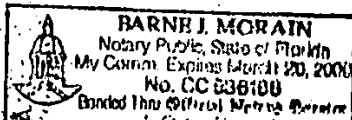
MICHAEL S. O'DANIEL (SEAL)
CHRISTOPHER T. BEARDEN (SEAL)
CHRISTOPHER T. BEARDEN

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared MICHAEL S. O'DANIEL, JR., and CHRISTOPHER T. BEARDEN, subscribers to the foregoing Certificate of Incorporation, personally known to me, and who executed the foregoing Certificate of Incorporation of Tailgators of Gulf Breeze, Inc., and each acknowledged and declared that they did make, execute, subscribe and acknowledge the foregoing Certificate of Incorporation as their voluntary act and deed for the purpose of forming a body corporate, pursuant to and under the provisions of the Laws of the State of Florida, and the foregoing Certificate of Incorporation and the facts set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 24th day of March, 1997, in the State of Florida.

(SEAL)



Notary Public, State of Florida
Barne J. Morain
Notary Name Printed

I hereby accept the role as Resident Agent for Tailgators of Gulf Breeze, Inc., this 24th day of March, 1997.

MICHAEL S. O'DANIEL

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CLERK
SECRETARY OF STATE
TALLAHASSEE, FLORIDA