

TRANSMITTAL LETTER

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

SUBJECT:

ARMADILLO Development Corporation  
(Proposed corporate name - must include suffix)

900002131419--1  
-04/02/97--01073--017  
\*\*\*\*131.25 \*\*\*\*131.25

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:

STEVEN B. HIGHFILL

Name (Printed or typed)

10151 Deerwood Park Blvd, Building 200,  
Address

JACKSONVILLE FL 32256  
City, State & Zip

(904) 996-0943  
Daytime Telephone number

APR 2

B5B

Suite 250  
97 APR -2 PM 2:43  
FILED  
TALLAHASSEE, FLORIDA  
STATE

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

**ARTICLES OF INCORPORATION  
OF  
ARMADILLO DEVELOPMENT CORPORATION**

**FILED**

**97 APR -2 PM 2:43**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I NAME**

The name of the corporation shall be:

Armadillo Development Corporation. The duration of the corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

10151 Deerwood Park Blvd.  
Building 200, Suite 250  
Jacksonville, FL 32256

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Three Million (3,000,000) shares of Common Stock ("Common Stock") having no par value per share. The corporation is also authorized to have outstanding at any one time One Million (1,000,000) shares of Preferred Stock ("Preferred Stock") having no par value per share.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial agent is:

Steven B. Highfill  
10151 Deerwood Park Blvd.  
Building 200, Suite 250  
Jacksonville, FL 32256

**ARTICLE V CORPORATE PURPOSES, POWERS AND RIGHTS**

1. The nature of the business to be conducted or promoted and the purposes of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. The corporation intends to develop franchised Texas Roadhouse Restaurants pursuant to the letter agreement and franchise rights granted by Texas Roadhouse Development Corporation.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### **ARTICLE VI INCORPORATOR(S)**

The name and street addresses of the incorporators to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Read	10151 Deerwood Park Blvd. Building 200, Suite 250 Jacksonville, FL 32256
Steven B. Highfill	10151 Deerwood Park Blvd. Building 200, Suite 250 Jacksonville, FL 32256

#### **ARTICLE VII BOARD OF DIRECTORS**

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and street addresses of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Read	10151 Deerwood Park Blvd.
Steven Highfill	Building 200, Suite 250 Jacksonville, FL 32256

#### **ARTICLES VIII AMENDMENT**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### **ARTICLE IX BYLAWS**

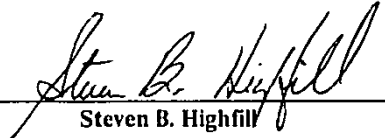
The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

**ARTICLE X  
INDEMNIFICATION**

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

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 17<sup>th</sup> day of January, 1997.

  
Steven B. Highfill

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is ARMADILLO Development Corporation

2. The name and address of the registered agent and office is:

STEVEN B. HIGHFILL  
(NAME)

10151 Deerwood Park Blvd, Building 250  
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

JACKSONVILLE FL 32256  
(CITY/STATE/ZIP)

FILED  
APR - 22 2 43  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Steven B. Highfill  
(SIGNATURE)

1 / 17 1997  
(DATE)