

FR000033502

Requestor's Name
53613th Avenue N.W.
Address
Naples, FL 33979
City/State/Zip Phone #

300002053413--4
-01/10/37--01007--001
****122.50 ****122.50

Office Use Only

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

1. Nelly's Cape Italia Restaurant, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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TALLAHASSEE FLORIDA

NEW FILINGS	
<input 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

789,634,615,706,671
4/14

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1997

MATTHEW D. BERMAN
5361 3RD AVENUE NORTHWEST
NAPLES, FL 33999

SUBJECT: NOODLES CAFE ITALIAN RESTAURANT, INC.
Ref. Number: W97000001125

2/9/97
Brian
As discussed
Curren

We have received your document for NOODLES CAFE ITALIAN RESTAURANT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 697A00002280

ARTICLES OF INCORPORATION

OF

**NOODLES CAFE ITALIAN
RESTAURANT,
INC.**

THIS IS TO CERTIFY:

FIRST: I, **MATTHEW D. BERMAN**, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General laws of the State of Florida.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

NOODLES CAFE ITALIAN RESTAURANT, INC.

THIRD: The Corporation shall be a close corporation as authorized by Section 607.027 of the Florida Statutes.

FOURTH: The purposes for which the Corporation is formed are:

(a) To engage in the business of restaurant food and beverage service for the general public, and the doing of any and all other businesses and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out or purposes herein mentioned.

(b) To otherwise engage in any business, sale, or purpose not otherwise prohibited by the laws of the State of Florida, or any other state, territory, district, colony or dependency of the United States of America, or any foreign country, or treaties.

(c) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises, and assets of every kind, of any corporation, copartnership or individual (including the estate of decedent), carrying on or having carried on in whole or part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay for any such property, rights, businesses, contracts, good will, franchises or assets by the issue, in accordance with the laws of Florida, of stock, bonds, or other securities of the Corporation or otherwise.

(d) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(e) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Florida or of any other state, territory, district, colony or dependency of the United States of America, or any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any share of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of

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stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(f) To guarantee the payment of dividends upon any shares of stock of, or the performances of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, or any bonds, debentures, notes, securities or other evidences of indebtedness, created or issued by any such other corporation or association.

(g) To loan or advance money with or without security, without limits as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(h) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(i) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and foreign countries.

FIFTH: The post office address of the Principal office of the Corporation in this State is 28340 Trails Edge Blvd Bonita Springs Florida 34134. The name and post office address of the Registered Agent of the Corporation in this State is Matthew D. Berman, 5361 3rd Avenue Northwest, Naples, Florida 33999. Said Registered Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock with par value of One (\$1.00) Dollar.

SEVENTH: The number of incorporators shall be one (1). The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name and address of the incorporator and the name and address of the Director, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: MATTHEW D. BERMAN, 5361 3rd Avenue Northwest, Naples, Florida 33999.

EIGHTH:

(1) As used in this Article Eighth, any word or words that are defined in Sections 607.014 and 607.271 of the Florida Statutes (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

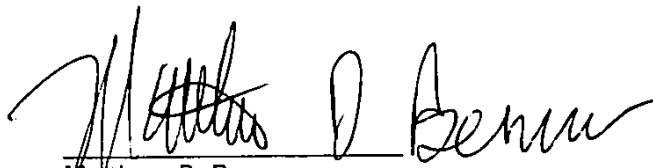
(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting or a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by the stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a person or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this First day of April, 1997, and I Acknowledge the same to be my act.

WITNESS:

INCORPORATOR:


Brian J. Parfil


Matthew D. Berman

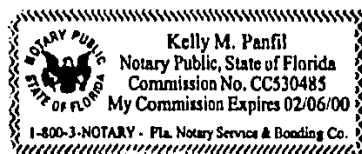
Notary Certificate

State of Florida;
County of Collier:

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, **Matthew D. Berman**, before me known to be the persons described in and who executed the attached **Articles of Incorporation for NOODLES CAFE ITALIAN RESTAURANT, INC., dated 01 April 1997** and that he acknowledged before me that he executed the same, and that he made oath in due form of law that the matters and facts contained herein are true to the best of his information, knowledge, and belief.

WITNESS my hand and official seal in the County and State last aforesaid this First day of April, Anno Domini 1997.

Notary Seal



Notary Stamp

Notary Signature

Kelly M. Panfil

Printed Notary Signature

CERTIFICATE OF DESIGNATION 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.

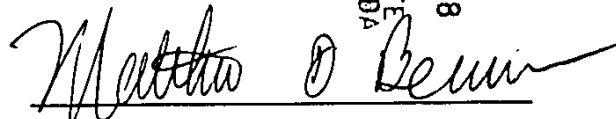
(1). The name of the corporation is:

Noodles Cafe Italian Restaurant, Inc.

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

**Matthew D. Berman
5361 3rd Avenue Northwest
Naples, Florida 33999**

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TALLAHASSEE FLORIDA**



Signature, (corporate officer)

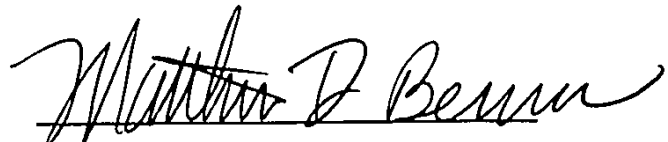
President

Title

01 April, 1997

Date

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.



Signature

01 April, 1997

Date