

P97000045792



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 401486 9666A

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 70.00

ORDER DATE : May 22, 1997

ORDER TIME : 10:41 AM

ORDER NO. : 401486-005

CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq  
SIMMONS HART & SHEEHE, P.A.

900002188579--4

P. O. Box 3310

Ocala, FL 34478-3310

DOMESTIC FILING

NAME: BEATTY RESTAURANT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED  
MAY 22 11 25 AM  
TALLAHASSEE, FLORIDA

FILED  
MAY 22 1997  
TALLAHASSEE, FLORIDA

8N MAY 22 1997

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ARTICLES OF INCORPORATION  
OF  
BEATTY RESTAURANT, INC.

FILED IN 2:50  
TALLAHASSEE, FLORIDA

ARTICLE I.

1.01 Name and Address. The name of the Corporation is **BEATTY RESTAURANT, INC.**, and the mailing address of the Corporation is 2380 West Nautilus Drive, Citrus Springs, Florida 34434.

ARTICLE II.

2.01 Duration. The period of duration of the Corporation is perpetual.

ARTICLE III.

3.01 Powers. The Corporation is organized for the purposes of transacting any and all useful business.

3.02 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE IV.

4.01 Stock Certificates. Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

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FOR  
BEATTY RESTAURANT, INC.

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**4.02 Number of Authorized Shares.** The aggregate number of shares that the Corporation shall have authority to issue is 5,000 shares of common stock with par value of \$1.00 per share.

**4.03 Pre-Emptive Right.** The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**4.04 Shares Not in Classes.** The shares of the Corporation are not to be divided into classes.

ARTICLE V.

**5.01 Cumulative Voting.** At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

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ARTICLE VI.

**6.01 Bylaws.** The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

**6.02 Director Conflicts.** Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

**6.03 Indemnification and Related Matters.** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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**6.04 Removal of Directors.** At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

**6.05 Amendment of Articles of Incorporation.** The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

**ARTICLE VII.**

**7.01 Organizing Director.** The initial Board of Directors shall consist of two (2) Director(s). The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Ed Beatty	2380 West Nautilus Drive Citrus Springs, Florida 34434
Geraldine Beatty	2380 West Nautilus Drive Citrus Springs, Florida 34434

**ARTICLE VIII.**

**8.01 Registered Agent and Registered Office.** The name and address of the initial Registered Agent of the Corporation is Ed Beatty, whose mailing address is 2380 West Nautilus Drive, Citrus Springs, Florida 34434.

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FOR  
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ARTICLE IX.

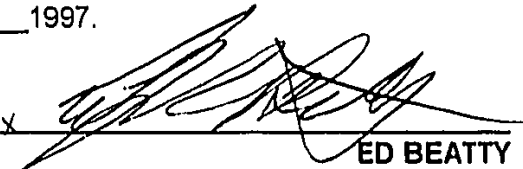
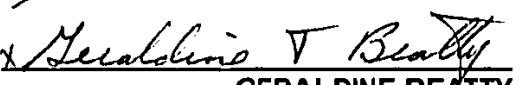
**9.01 Incorporators.** The name and address of the persons signing these Articles is Ed Beatty and Geraldine Beatty, whose mailing address is 2380 West Nautilus Drive, Citrus Springs, Florida 34434.

ARTICLE X.

**10.01 Subchapter "S" Corporation.** The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in 25 USCS, §1361, as amended January 1, 1983, and as amended in 1988 by PL100-647, defined a qualified "*Small Business Corporation*". In addition, no stock shall be issued or transferred to a nonresident alien.

**10.02 Section 1244.** All stock of this corporation shall be issued in such a manner as to constitute "Section 1244 stock" at the time of issuance thereof.

**IN WITNESS WHEREOF,** the undersigned Incorporators have executed these Articles this 28 day of APRIL 1997.

x   
ED BEATTY  
x   
GERALDINE BEATTY

ARTICLES OF INCORPORATION  
FOR  
BEATTY RESTAURANT, INC.

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STATE OF FLORIDA

COUNTY OF CHH45

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **ED BEATTY and GERALDINE BEATTY**, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 25 day of April 1997.

Janet K. Moodie  
Print Name: JANET K. MOODIE  
Notary Public, State of FLORIDA  
Commission No.: CC 345966  
My commission expires: 1-15-98

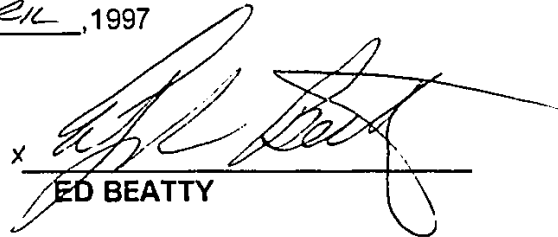
WP#8/BEATTY.AOC



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

ED BEATTY, whose address is 2380 West Nautilus Drive, Citrus Springs, Florida 34434 is the initial registered agent named in the Articles of Incorporation to accept service of process for **BEATTY RESTAURANT, INC.**, a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 28 day of APRIL, 1997

x   
ED BEATTY

FILED  
APR 29 1997  
FLORIDA