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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

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City

State

Zip

Phone

CORPORATION(S) NAME

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\*\*\*\*183.75 \*\*\*\*183.75

Cypress Restaurants of Georgia, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merge

☐ Mark

☐ Limited Partnership

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97 JUN 15 AM 11:58  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
CYPRESS RESTAURANTS OF GEORGIA, INC.**

**FILED**  
97 JUN 16 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as the incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation will be Cypress Restaurants of Georgia, Inc.

**ARTICLE II - TERM OF EXISTENCE**

This Corporation will exist perpetually, commencing on June 16, 1997.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of this Corporation will be located at 115 Marks Street, Orlando, Florida 32803.

**ARTICLE IV - GENERAL PURPOSE**

The general purpose for which this Corporation is organized will be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida will be 201 East Pine Street, Suite 1200, Orlando, Florida 32802. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Byrd F. Marshall, Jr. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of this corporation is:

| <u>Name</u>           | <u>Street Address</u>                                      |
|-----------------------|--|
| Byrd F. Marshall, Jr. | 201 East Pine Street, Suite 1200<br>Orlando, Florida 32802 |

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation will be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but will never be less than one (1).
- C. The name and street address of the initial members of the Board of Directors, who will hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

| <u>Name</u>        | <u>Street Address</u>                      |
|--------------------|--|
| Thomas E. McIntyre | 115 Marks Street<br>Orlando, Florida 32803 |
| Larry K. Walker    | 115 Marks Street<br>Orlando, Florida 32803 |

ARTICLE IX - INDEMNIFICATION

This Corporation will indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 13th day of June, 1997.

  
Byrd F. Marshall, Jr.

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
Byrd F. Marshall, Jr.

Date: June 13, 1997

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97 JUN 16 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA