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ACCOUNT NO. : 072100000032

REFERENCE : 437820 80472A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 23, 1997

ORDER TIME : 11:22 AM

ORDER NO. : 437820-005

CUSTOMER NO: 80472A

CUSTOMER: Robert D. Sumner, Esq
ROBERT D. SUMNER, P.A.

14150 - 6th Street
Po Drawer 1047
Dade City, FL 33525

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-06/23/97--01050--012

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DOMESTIC FILING

NAME: OLDE CITY HALL OF DADE CITY,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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DIVISION OF CORPORATION

JUN 23 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1997

ROBERT D. SUMNER, P.A.
P. O. DRAWER 1047
DADE CITY, FL 33526-1047

The name OLDE CITY HALL OF DADE CITY, INC. has been reserved for 120 days beginning June 4, 1997. The reservation number is R97000002717 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 597A00030089

THIS INSTRUMENT WAS PREPARED BY
ROBERT D. SUMNER, ESQUIRE
SUMNER & MANN, P.A.
ATTORNEY AT LAW
POST OFFICE DRAWER 1047
DADE CITY, FLORIDA 33526-1047
(352) 567-5658
RDS/ejc

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JUN 23 PM 3:19

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OLDE CITY HALL OF DADE CITY, INC.

ARTICLE I - Name

The name of this corporation is OLDE CITY HALL OF DADE CITY, INC. The mailing address and the principal office address of the corporation is 37951 Meridian Avenue, Dade City, Florida 33523.

ARTICLE II - Duration

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - Purpose

This corporation is organized for the following purposes:

(a) To introduce, erect, operate, conduct, manage, maintain, and carry on a restaurant, cafe, and cabaret business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes; to buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import,

and export food and food products of every class and description, fresh; canned, preserved, or otherwise; and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

(b) To engage in any other business or economic pursuit not prohibited by the laws of the State of Florida.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with others, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, 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.

ARTICLE IV - Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of One and No/100 Dollar (\$1.00) par value common stock. The whole or any part of the capital stock of this corporation

shall be payable in cash, or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as may be fixed by the Directors.

ARTICLE V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation are JEFFERSON F. JETER, II, 12900 Fort King Road, Dade City, Florida 33525.

ARTICLE VII - Initial Board of Directors and Officers

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Name and Address

JEFFERSON F. JETER, III
13728 - 3rd Street
Dade City, Florida 33525

JEFFERSON F. JETER, II
P. O. Box 1173
12900 Fort King Road
Dade City, Florida 33526-1173

Office

President and
Director

Vice-President and
Director

JOHNNIE SUE JETER
P. O. Box 1173
12900 Fort King Road
Dade City, Florida 33526-1173

Secretary/Treasurer and
Director

ARTICLE VIII - Incorporators

The names and addresses of the persons signing these Articles
are:

JEFFERSON F. JETER, III
13728 - 3rd Street
Dade City, Florida 33525

JEFFERSON F. JETER, II
P. O. Box 1173
12900 Fort King Road
Dade City, Florida 33526-1173

JOHNNIE SUE JETER
P. O. Box 1173
12900 Fort King Road
Dade City, Florida 33526-1173

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be
vested in the Board of Directors and the shareholders.

ARTICLE X - Subscribers

Shares of capital stock of this corporation shall be issued
initially as follows:

<u>Name and Address</u>	<u>Number of Shares</u>
JEFFERSON F. JETER, III	4,000
JEFFERSON F. JETER, II	3,000
JOHNNIE SUE JETER	3,000

ARTICLE XI - Restrictions on Transfer of Stock

Shares in the corporation may be transferred to the

corporation, to other stockholders in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

Every shareholder who desires to sell his stock shall be required to offer, in writing, to sell to the Board of Directors the number of shares of stock held by him at and for the book value of the stock as determined, without deduction from the book value for depreciation on the depreciable assets of the Corporation, and any such shareholder, his personal representatives, legatees, or assigns shall immediately, on the payment or tender to him in cash of such price per share, transfer and assign the shares of stock held to the Board of Directors. In the event the Board of Directors shall fail to purchase the stock as hereinabove provided, then such shareholder, his personal representatives, legatees, or assigns may hold the shares of stock or sell or transfer them to any person or persons, the shares to be held absolutely, free from the conditions and restrictions contained or referred to in this provision.

No sale whatever of any shares of the capital stock shall pass any title thereto or be transferred on the books of this Corporation, unless and until all the preceding conditions and requirements have been complied with, and no holder of any certificate of shares shall be entitled to any dividends thereon, or to participate in any of the profits of this Corporation, until the shares are regularly transferred to him on the books of this Corporation.

ARTICLE XII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - Indemnification

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

ARTICLE XIV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE XV - Additional Provision

No contract or other transaction of the corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are parties to or interested in such contract, act or transaction, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of

himself or any firm, association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 20th day of June, 1997.

Sharon B. Sumner Jefferson F. Jeter, III (SEAL)
Elizabeth J. Clark

Sharon B. Sumner Jefferson F. Jeter, II (SEAL)
Elizabeth J. Clark

Sharon B. Sumner Johnnie Sue Jeter (SEAL)
Elizabeth J. Clark

STATE OF FLORIDA
COUNTY OF PASCO

On this 20th day of June, 1997, JEFFERSON F. JETER, III,
who:

☒ is personally known to me; or
☐ has produced _____
as identification;

personally appeared before me and acknowledged before me that he executed the foregoing Articles of Incorporation.

Sharon B. Sumner
(Signature of Notary Public)
SHARON B. SUMNER
(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF PASCO

On this 20th day of June, 1997, JEFFERSON F. JETER, II, who:

☒ is personally known to me; or
☐ has produced _____
as identification;

personally appeared before me and acknowledged before me that he executed the foregoing Articles of Incorporation.

Sharon B. Sumner
(Signature of Notary Public)
SHARON B. SUMNER
(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF PASCO



SHARON B. SUMNER
Notary Public, State of Florida
My Comm. Exp. July 1, 1997
Comm. No. CC 300155

On this 20th day of June, 1997, JOHNNIE SUE JETER, who:

☒ is personally known to me; or
☐ has produced _____
as identification;

personally appeared before me and acknowledged before me that she executed the foregoing Articles of Incorporation.

Sharon B. Sumner
(Signature of Notary Public)
SHARON B. SUMNER
(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____



SHARON B. SUMNER
Notary Public, State of Florida
My Comm. Exp. July 1, 1997
Comm. No. CC 300155

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That OLDE CITY HALL OF DADE CITY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Dade City, County of Pasco, State of Florida, has named JEFFERSON F. JETER, II, located at 12900 Fort King Road, City of Dade City, County of Pasco, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Jefferson F. Jeter, II
JEFFERSON F. JETER, II

6/20/77
(Date)

FILED
JUN 23 PM 3:19
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA