

P97000063123

TRANSMITTAL LETTER

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

SUBJECT: Galley Pizza, Inc.
(Proposed corporate name - must include suffix)

400002241224--7
-07/18/97--01061--010
****122.50 ****122.50

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: John P. Frazer, Frazer Hubbard Brandt & Trask
Name (Printed or Typed)

595 Main Street

Address

Dunedin, FL 34698

City, State & Zip

813 733-0494

Daytime Telephone Number

FILED
DIVISION OF STATE
CORPORATIONS
97 JUL 18 AM 10:02

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

7-28-97
WJS

ARTICLES OF INCORPORATION

OF

GALLEY PIZZA, INC.

ARTICLE I - NAME

The name of this corporation is **GALLEY PIZZA, INC.**, and its street address is 1600 Virginia Street, Dunedin, Florida 34698.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is operate a restaurant and provide related food services, and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1275 Dale Circle West, Dunedin, Florida 34698, and the name of the registered agent of this corporation at that address is Jeffrey A. Kyle.

ARTICLE VI - INCORPORATORS

The names and addresses of the persons signing these articles of incorporation are:

Thomas H. Huffman	1264 Dale Circle W Dunedin, Florida 34698
Jeffrey A. Kyle	1275 Dale Circle W. Dunedin, Florida 34698

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**Frazer
Hubbard
& Brandt
& Trask**
Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

The corporation shall initially have two (2) shareholders. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed and directed by, the shareholders of this corporation. This corporation, through its duly elected officers, shall have the power to execute contracts with other corporations and individuals to buy, own, sell, rent, mortgage or otherwise acquire and dispose of real estate and personal property.

ARTICLE IX - QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote represented shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution, merger, acquisition or liquidation of the corporation. Each shareholder

shall have one vote for each one percent (1%) of the total shares of the company stock that they own.

ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders and officers may participate in special meetings by conference telephone as provided by law.

ARTICLE XIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;

2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporate medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10 day of July, 1997.


THOMAS H. HUFFMAN


JEFFREY A. KYLE

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10 day of July, 1997, by THOMAS H. HUFFMAN, who is personally known to me or who has produced _____ as identification.

My Commission Expires:

OFFICIAL NOTARY PUBLIC
CHRISTINE J MCENTEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453624
MY COMMISSION EXP. APR. 18, 1999

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10 day of July, 1997, by JEFFREY A. KYLE, who is personally known to me or who has produced _____ as identification.

My Commission Expires:

OFFICIAL NOTARY SEAL
CHRISTINE J MCENTEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453624
MY COMMISSION EXP. APR. 18, 1999

**Frazer
Hubbard
& Brandt
& Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

FILED
SECRETARY OF CORPORATIONS
91 JUL 18 AM 10:02

CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: **GALLEY PIZZA, INC.**, desiring to
organize or qualify under the laws of the State of Florida, with
the principal place of business in the City of Dunedin, Florida,
has named **Jeffrey A. Kyle**, 1275 Dale Circle West, Dunedin, FL
34698 as its resident agent to accept service of process within
Florida.

Signature: Jeffrey A. Kyle
Title: President
Date: 7/10/97

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature: Jeffrey A. Kyle
Date: 7/10/97

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