

P97000088464

1997.

QUALITY CONCESSIONS, INC.  
4811 9th STREET NORTH  
ST. PETERSBURG, FLORIDA 33703  
813-523-1954

800002140308--6  
-04/11/97--01059--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: QUALITY CONCESSIONS, INC.

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for QUALITY CONCESSIONS, INC., along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return to me with the filing date stamped on it.

Thank You,

STEVE McLACHLAN

Enclosures

619  
W97-8551  
167-624-524

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 14 AM 10:33

10/14/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 14 AM 10:33

BEACH ACCOUNTING & TAX SERVICE, INC.  
17274 SAN CARLOS BOULEVARD STE 202  
FORT MYERS BEACH FLORIDA 33901

October 08, 1997

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

RE: Quality Concessions, Inc.  
Ref. Number: W97000008557

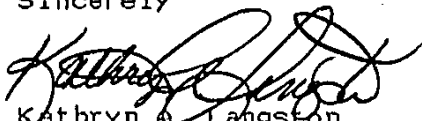
ATTN: Claretha Golden

This letter is in answer to your June 2, 1997 letter for corrections to the Articles of Incorporation of Quality Concessions, Inc. Instead of making stated corrections in your letter, the owners have decided to reissue the documents at your approval.

Enclosed you will find the documents originally issued to you as the Articles of Incorporation. You will also find two copies of the Articles of Incorporation to be filed for Quality Concessions, Inc.

Thank you for all assistance given on this matter. Please call (941)466-6800 if any corrections or adjustments need to be made.

Sincerely

  
Kathryn A. Langston  
Accountant



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 14 AM 10:33

June 2, 1997

**QUALITY CONCESSIONS, INC.**  
**ATTN: STEVE MCLACHLAN**  
**4811 9TH STREET NORTH**  
**ST. PETERSBURG, FL 33703**

**SUBJECT: QUALITY CONCESSIONS, INC.**  
**Ref. Number: W97000008557**

We have received your document for **QUALITY CONCESSIONS, INC.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must include original signatures.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

**Claretha Golden**  
Document Specialist

**Letter Number: 197A00029684**



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 14 AM 10:33

April 14, 1997

**QUALITY CONCESSIONS, INC.**  
**ATTN: STEVE MCLACHLAN**  
**4811 9TH STREET NORTH**  
**ST. PETERSBURG, FL 33703**

**SUBJECT: QUALITY CONCESSIONS, INC.**  
**Ref. Number: W97000008557**

We have received your document for QUALITY CONCESSIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 897A00018590

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 14 AM 10:33

ARTICLES OF INCORPORATION  
QUALITY CONCESSIONS, INC

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**Article 1. Name**

The name of the Corporation is QUALITY CONCESSIONS, INC. and its principal office and mailing address is 17274 San Carlos Blvd Ste 202, Fort Myers Beach Florida 33931.

**Article 2. Duration**

The duration of the corporation is perpetual.

**Article 3. Purpose**

The general purposes for which the corporation is organized are as follows:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### **Article 4. Capital Stock**

The aggregate number of shares which the corporation is authorized to issue is five hundred (500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The consideration to be paid for each share shall be in money, property or services as determined by the Board of Directors. The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

#### **Article 5. Initial Registered Office and Agent**

The street address of the initial Registered office of the corporation is 17274 San Carlos Blvd., #202, Fort Myers Beach, FL 33931 and the name of the Registered Agent is Edward A. Dallas. The Board of Directors may from time to time move the registered office to any other address in Florida.

#### **Article 6. Initial Board of Directors**

The number of Directors constituting the initial Board of Directors is ONE (1). The number of Directors may be increased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the corporation is as follows:

Earle McLachlan

4135 Martin Luther King Blvd  
Fort Myers, FL 33916

Phyllis McLachlan

4135 Martin Luther Blvd  
Fort Myers, FL 33916

### **Article 7. Incorporators**

The name and address of each Incorporator is as follows:

Earle McLachlan	4135 Martin Luther King Blvd Fort Myers, FL 33916
Phyllis McLachlan	4135 Martin Luther King Blvd Fort Myers, FL 33916

### **Article 8. Amendment**

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

### **Article 9. Indemnification**

The corporation shall indemnify each offices and director including former officers and directors, to the full extent permitted by law.

### **Article 10. Stock Transfer Restrictions**

Shares of capital stock of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<b>Shareholder</b>	<b>Number of Shares</b>
Earle McLachlan	250
Phyllis McLachlan	250

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party.

#### **Article 11. Rights of Initial Directors**

Each of the initial Directors shall have the right to be a Director of the corporation as long as that respective Director is a shareholder of the corporation. By acquiring stock in this corporation, each shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as the Director is a shareholder of the corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is shareholder of the corporation at the time of the amendment.

#### **Article 12. Bylaws**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

### **Article 13. Shareholder Quorum and Voting**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting, in person or by proxy, shall by an act of the Shareholders.

### **Article 14. Director Quorum and Voting**

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the Directors. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting, in person or by proxy, shall be an act of the Board of Directors.

### **Article 15. Dividends**

Dividends may be paid to the Shareholders at the discretion of the Board of Directors.

### **Article 16. Informal Director Action**

Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are

entitled to vote on such action at a meeting and filed with the Secretary of Corporation as part of the Corporate Records.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 8th day of October, 1997.

Earle McLachlan

Earle McLachlan

Phyllis McLachlan

Phyllis McLachlan

STATE OF FLORIDA )  
COUNTY OF LEE )

BEFORE ME, the undersigned authority, personally appeared to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed said instrument for purposes therein expressed.

WITNESS my hand and official seal on this 8th day of October, 1997.



Kathryn Langston  
NOTARY PUBLIC

My Commission Expires:

August 17, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 14 AM 10:33

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of  
QUALITY CONCESSIONS, INC. which is contained in the foregoing Articles of  
Incorporation.

DATED this 8th day of October, 1997.

Edward A. Dallas Edward A. Dallas  
as Registered Agent