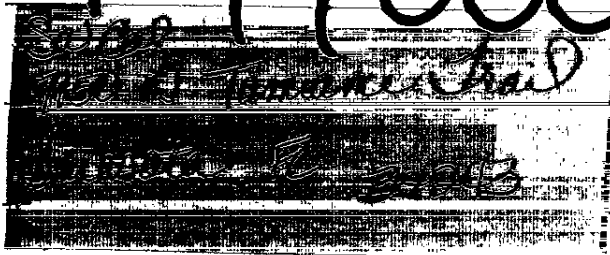


P97000095441



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____
2. _____ (Corporation Name) _____
3. _____ (Corporation Name) _____
4. _____ (Corporation Name) _____

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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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W97-24444
5/ 11/7

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 28, 1997

SW CAL
7150 N. TAMIAMI TRAIL
SARASOTA, FL 34243

SUBJECT: SOUTHWESTCAL HOSPITALITY, INC.
Ref. Number: W97000024444

We have received your document for SOUTHWESTCAL HOSPITALITY, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return the original and one copy of 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 (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 097A00052213

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ARTICLES OF INCORPORATION

of

Southwestcal Hospitality, Inc.

ARTICLE I

NAME: The name of the corporation shall be Southwestcal Hospitality, Inc.

ARTICLE II

PRINCIPAL (REGISTERED) OFFICE: The principal (registered) office of this corporation is to be located at:
7150 North Tamiami Trail
in the City of Sarasota, County of Sarasota
State of Florida 34243, and may transact its business and maintain offices for
such purposes at such other places either within or without this State.

ARTICLE III

PURPOSE AND DURATION: The purpose for which this corporation is organized is the transaction of any and all
lawful business for which a corporation may be incorporated under the laws of the state of Florida
as they may be amended from time to time, and whose existence shall be perpetual.

ARTICLE IV

INITIAL BUSINESS: The corporation initially intends to engage in the business of acquisition or
leasing and management operations of restaurants, hotels, and
other hospitality industry entities.

ARTICLE V

INCORPORATORS (AND INITIAL DIRECTORS): The names and addresses of the incorporators (and if required
or permitted by State Laws, the persons who will serve as the initial board of directors until the annual meeting of the
stockholders or until their successors have been elected and qualified) are:

Robert A. Cox
(Name)

2220 West First Street
(Address)

Fort Myers, FL 33901
(City/State/Zip Code)

Brooke Allen
(Name)

7150 No. Tamiami Trail
(Address)

Sarasota, FL 34243
(City/State/Zip Code)

_____	_____
(Name)	(Address)
_____	_____
	(City/State/Zip Code)
_____	_____
(Name)	(Address)
_____	_____
	(City/State/Zip Code)

ARTICLE VI

DIRECTORS: The business and affairs of this corporation shall be conducted by a Board of Directors whose number shall not be less than 2, nor more than 4 members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. The Directors need not be Stockholders of the Corporation unless so required by the Bylaws. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution or resolutions or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated on the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

ARTICLE VII

PRIVATE PROPERTY: The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever, as provided under State Laws.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS: The corporation shall indemnify every Director and Officer, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such officer or director, and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation, and so provided under State Laws.

ARTICLE IX

CAPITAL STOCK: (Indicate below, the number, kind and par value of the Capital Stock)

☐ The corporation shall have the authority to issue _____ Shares of Common Stock, each share to have No Par Value. The shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors, and may be designated as voting or non-voting at the time of issuance.

☒ The corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) Shares of Common Stock, each share to have a Par Value of \$ 1.00; The shares may be issued upon such terms as the Board of Directors may from time to time authorize including the designation as to whether such shares shall be voting or non-voting.

☐ The corporation shall have the authority to issue two classes of stock. The classification and par value of each share of stock shall be as follows: _____

Shares of Common Stock with _____ Par Value, designated as Class A Common Stock; and _____ Shares of Preferred Stock with a Par Value of \$ _____ each share, designated as Class B Preferred Stock.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

ARTICLE X

STATUTORY(RESIDENT)(REGISTERED) AGENT: The name and address of the initial Statutory (Resident) (Registered) Agent for the corporation who agrees to accept service of process on behalf of this corporation is: Brooke Allen, 7150 No. Tamiami Trail, Sarasota, FL 34243

ARTICLE XI

FISCAL YEAR: The fiscal year of the corporation shall be from January 1st to December 31st of each year.

IN WITNESS WHEREOF, we have set our hands this 21st day of October, 19 97.

X Bob A. C.
Signature of Incorporator

Signature of Incorporator

X Brooke S. Allen
Signature of Incorporator

Signature of Incorporator

ACKNOWLEDGMENT

(Not required in all States)

State of FLORIDA)
County of SARASOTA) ss.

On this 23 day of OCTOBER, 1997, before
me, the undersigned Notary Public, personally appeared, ROBERT COX

to me known to be the individual(s) described in and who executed the foregoing Instrument and acknowledged that
he(she)(they) executed the same for the purposes therein contained.

My Commission Expires: 3/16/1999 Anton Horvath
Notary Public

ACKNOWLEDGMENT

(Not required in all States)

State of FLORIDA)
County of SARASOTA) ss.

On this 23 day of OCTOBER, 1997, before
me, the undersigned Notary Public, personally appeared, BROOKE ALLEN

to me known to be the individual(s) described in and who executed the foregoing Instrument and acknowledged that
he(she)(they) executed the same for the purposes therein contained.

My Commission Expires: 3/16/1999 Anton Horvath
Notary Public



ANTON HORVATH
My Comm. Exp. 3/16/99
Bonded By Service Inc
No. CC445790

☒ Personally Known ☐ Other



ANTON HORVATH
My Comm. Exp. 3/16/99
Bonded By Service Inc
No. CC445790

☒ Personally Known ☐ Other

**CONSENT
OF
STATUTORY (REGISTERED) AGENT
for**

Southwestcal Hospitality, Inc.

☒ Individual ☐ Corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -7 AM 9:37

(Check applicable box and complete)

☒ **Individual:** I, Brooke Allen, the undersigned,
whose address is 7150 No. Tamiami Trail, Sarasota, FL 34243

☐ **Corporation:** I, _____ the _____ of

a(n) _____ Corporation, whose principal address in this State is _____

having been appointed to act as Statutory (Registered)(Resident) Agent for Southwestcal
Hospitality, Inc., a(n) Florida

Corporation, by these presents, hereby consent to act in that capacity until removal or resignation is submitted in
accordance with the laws of the State of Florida

Dated: October 21, 1997

Brooke A. Allen
Signature (Individual Agent)

(Name of Corporation, if Corporate Agent)

By: Brooke A. Allen
Signature of authorized officer

7150 No. Tamiami Trail
Address

Sarasota, FL 34243
City/State/Zip Code

Note: This Form may only be required if the Statutory (Registered) Agent is not one of the Incorporators.