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TALLAHASSEE, FL 32301

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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Boulevard Cafe Inc.

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time \_\_\_\_\_

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCUMENTS

RECEIVED  
97 NOV 20 AM 9:29  
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

K. Rolfe NOV 20 1997

*ARTICLES OF INCORPORATION  
OF  
BOULEVARD CAFÉ, INC.*

FILED  
97 NOV 20 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

*ARTICLE I. NAME*

The name of this corporation is **Boulevard Cafe, Inc.**

*ARTICLE II. DURATION*

This corporation shall exist perpetually.

*ARTICLE III. PURPOSE*

This corporation is organized as a business corporation for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

*ARTICLE IV. CAPITAL STOCK*

This corporation is authorized to issue One Thousand (1000) shares, all of which shall be voting common shares with a par value of \$1.00 dollar. All stock when issued shall be fully paid for and shall be nonassessable.

*ARTICLE V. PREEMPTIVE RIGHTS*

This corporation elects to have preemptive rights pursuant to § 607.0630 Florida Statutes (1995). Further, no stockholder may sell or pledge this stock to any other person, firm, or corporation who is not a stockholder in this corporation unless he first notifies the corporation in writing, by registered mail, at its address listed with the Secretary of State for service of process at least six (6) months prior to such sale or pledge, such notice offering the same stock at the same terms to the corporation or to any holder of stock in the corporation, and no such sale or pledge shall be a valid transfer upon the books of the corporation if it occurs prior to the end of the six (6) months following the notice hereby required. Provided that if the corporation and each of its stockholders has refused to purchase such stock in a writing filed with the corporation, then such sale or pledge may be made at any time. This corporation shall have and reserve the right in issuing its capital stock reserves to repurchase any share or shares from any holder of such stock whether a person, estate, trust or corporation, firms or partner-

ship upon the approval of a resolution authorizing and directing such a purchase by the Board of Directors of this corporation, approved by a majority of the stockholders assembled in any regular or special meeting; the owner or the holder of the stock shall be paid the full value of the stock at the time of the purchase by the corporation, such purchase price to be paid from the surplus of the corporate assets over liabilities including capital. This prohibition shall not preclude a stockholder transferring all or any part of his holdings to a family member, or to a trustee of a trust, whether living or testamentary, revocable or irrevocable, or by will without complying with the provisions of this paragraph.

The shares represented by certificates have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

Notice that the shares of this corporation are subject to restrictions on transfer shall be printed conspicuously on the front or back of each certificate.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

**Landis, Graham, French, Husfeld,  
Sherman & Ford, P.A.  
145 E. Rich Ave.  
DeLand, FL 32724**

and the name of the initial registered agent of this corporation at this address is:

**Edwin Channing Coolidge, Jr.**

#### **ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this corporation is:

**1681 B. Providence Boulevard  
Deltona, Florida 32725**

and the mailing address of this corporation is:

**1681 B. Providence Boulevard  
Deltona, Florida 32725**

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) 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 names and addresses of the initial directors of the corporation are:

<b>NAME</b>	<b>ADDRESS</b>
<b>Robert C. Long</b>	<b>1657 Toledo Avenue Deltona, Florida 32725</b>
<b>Frances M. Long</b>	<b>1657 Toledo Avenue Deltona, Florida 32725</b>

**ARTICLE IX. OFFICERS**

The officers of this corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as the directors shall deem necessary. The names, titles and street addresses of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation, and the laws of the State of Florida, for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

<b>PRESIDENT:</b>	<b>Frances M. Long</b>
<b>TREASURER/SECRETARY:</b>	<b>Robert C. Long</b>

**ARTICLE X. INCORPORATOR(S)**

The name(s) and address(es) of the person signing these Articles is (are):

**Robert C. Long**

**ARTICLE XI. BY-LAWS**

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

**ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK**

If the shareholders of this corporation elect for this corporation to be taxed as a Subchapter S corporation (as that term is defined in the Internal Revenue Code) then the following provisions shall apply.

1. No stockholder shall transfer all or any part of his shares of the corporation's stock if that transfer would cause an election made by the corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void. Without limiting the foregoing, any purported transfer will be null and void if, under the provisions of the Internal Revenue Code in effect at the time of the purported transfer:

(a) the transferee is a person ineligible to be a stockholder in an S corporation, or

(b) the number of stockholders in the corporation immediately after the transfer would exceed the maximum number an S corporation is allowed to have.

This provision is subject to more specific provisions which may be set forth within the Bylaws of this corporation.

#### ARTICLE XIII. MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

#### ARTICLE XIV. POWERS

This corporation is organized for the transaction of any and all lawful business for which corporation may be incorporated under the Florida Business Corporation Act.

#### ARTICLE XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in general meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE XVI. ACTION OF DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

#### ARTICLE XVII. AMENDMENTS

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned Incorporators of **Boulevard Cafe, Inc.**, hereby designates the following individual as registered agent for this corporation:

**Edwin Channing Coolidge, Jr.  
Landis, Graham, French, Husfeld,  
Sherman & Ford P.A.  
145 E. Rich Ave.  
DeLand, FL 32724**

  
Robert C. Long, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

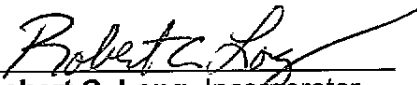
The undersigned does hereby accept the designation as registered agent of **Boulevard Cafe, Inc.**

DATED this 13<sup>th</sup> day of November, A.D. 1997.

  
Edwin Channing Coolidge, Jr.

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 is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator(s) has executed these Articles of Incorporation this 13 day of November, 1997.

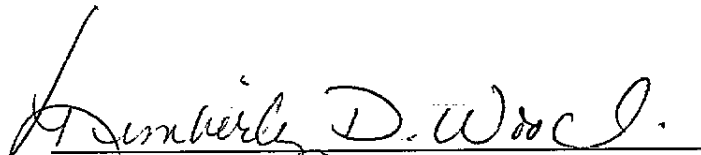
  
Robert C. Long, Incorporator

**STATE OF FLORIDA  
COUNTY OF VOLUSIA**

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Robert C. Long**, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13<sup>th</sup> day of November, 1997.



  
Notary Public, State of Florida

Kimberly D. Wood.  
Printed/Typed Name of Notary  
Commission No. CC 465499  
My Commission Expires: 8-12-99  
Personally Known  AND/OR Produced Identification   
Type of Identification Produced FL Drivers License.

FILED  
97 NOV 20 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA