

P98000000448

R.V. JOHNSON AGENCY, INC.
INSURANCE - REAL ESTATE
P.O. BOX 26
STUART, FLORIDA 34995

Office Use Only

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

1. K. F. C. Building Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #) 200002393072--8
-01/07/98--01091--002
*****70.00 *****70.00
4. _____
(Corporation Name) (Document #)

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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 PM 12:08

~~W97-28289~~

Dmc 12/19/97

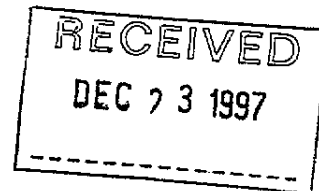


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1997

R.V. JOHNSON AGENCY, INC.
P.O. BOX 26
STUART, FL 34995

SUBJECT: K.F.C. BUILDING, INC.
Ref. Number: W97000028289



We have received your document for K.F.C. BUILDING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are returning your check for \$35.00 to be replaced by one in the correct amount of \$70.00.

Please make your check payable to: Department of State

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 997A00059612

ARTICLES OF INCORPORATION

OF

K.F.C. BUILDING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN -2 PM 12: 08

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, am forming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be "K.F.C. BUILDING, INC.".

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be any and all lawful business for which corporations may be organized and incorporated under Chapter 607, Florida Statutes; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, co-operative association, fraternal benefit society, state fair or exposition.

ARTICLE III
STOCK

The authorized capital stock of this corporation shall consist of One Hundred Thousand (100,000) shares of Common Stock having a par value of One and No/100 Dollars (\$1.00) per share, the One Hundred Thousand (100,000) shares being the maximum number of shares which the corporation may issue and have outstanding at any time. All or part of the Capital Stock may be payable and paid for in property, real, personal, or a combination of real and personal, or in labor or services, or in any other consideration, at a just valuation as fixed by the Board of Directors, and the judgment of the Board of Directors as to the value of such property, labor, services or other consideration, as well as to the title and legal sufficiency of the transfer to the corporation of such property, labor, services or other consideration, shall be conclusive upon all stockholders, officers, creditors, or others having any dealings with the corporation, and any and all such shares so issued shall be and constitute fully paid stock and not liable to any further call or assessment thereon, and the holder or holders of such shares shall not be liable for any further payment therefor or thereon.

ARTICLE IV
CORPORATION EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with law.

ARTICLE V
ADDRESS

The street address of the principal office of the corporation within the State of Florida shall be 2041 E. Ocean Blvd., Stuart, Florida 34996, provided, the Board of Directors may from time to time move the principal office to any other address within Florida.

ARTICLE VI
BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) nor more than five (5) persons, as shall be fixed from time to time in the Bylaws of the corporation. A majority of the Directors shall constitute a quorum to transact business as a Board of Directors, and any act of the majority of the Directors present at a meeting, duly and properly called, at which a quorum is present shall be the act of the Board of Directors.

The Directors shall be chosen at the annual meeting of the stockholders of the corporation, which meeting shall be held at the time and place and in the manner provided by the Bylaws, by a plurality of the votes cast at such election. Vacancies in the Board of Directors shall be filled by the Directors remaining in office, and an increase in the Board of Directors shall be deemed to create such vacancy or vacancies. Subject to the Bylaws adopted by the stockholders, the Board of Directors shall have authority to adopt or amend Bylaws not inconsistent with any authority to adopt or amend Bylaws no inconsistent with any Bylaws that may have been adopted by the stockholders.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the stockholders to be held in the year 1998 and until their successors are elected or appointed, and have qualified, are as follows:

Directors

Name

Rudy C. Johnson

Robert

Street Address

2041 E. Ocean Blvd., Stuart, FL 34996

ARTICLE VIII
SUBSCRIBERS

The names and street addresses of each subscriber to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
Rudy C. Johnson	2041 E. Ocean Blvd, Stuart, FL 34996
Robert	

ARTICLE IX
SPECIAL PROVISIONS

(a) Every stockholder, upon the sale for cash of any new stock, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is issued to others, which price may be in excess of par.

(b) Restrictions upon the transfer of any issues of stock in this corporation may be authorized by the Bylaws of the corporation.

(c) No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers and directors of this corporation is or are interested in, or is a director or officer, of such other corporation, and any director or directors, officer or officers, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which the corporation is interested, and no contract, act or transaction in the absence of fraud, shall be affected or invalidated by the fact that any director or directors, officer or officers of the corporation is a party or are parties to or interested in such contract, act or transaction, or any way connected with such person or persons, firm or corporation, and each and every person who may become a director or officer of this 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 may vote upon any contract or other transaction corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

(d) The Board of Directors, in addition to choosing the President, Vice-President, Secretary and Treasurer of the corporation, may choose such other officers as the Board as the Board shall deem advisable, and such officers as the Board shall deem advisable, and such officers shall serve for such terms and have such duties as may be prescribed by the Bylaws or by resolution of the Board of Directors. Any person may hold two (2) or more offices, except that the President may not also be the Secretary or Assistant Secretary.

(e) The Board of Directors shall have the power by resolution or by appropriate action inscribed in the minutes of its meeting or meetings to appoint or provide for the appointment of an executive committee, manager, or business manager, who to the extent

provided for in said resolution or in said minutes, shall have and may exercise such powers as the Board of Directors grant or authorize.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
RESIDENT AGENT

The initial resident agent of this corporation to act under the State of Florida shall be:

Robert
Rudy C. Johnson
2041 E. Ocean Blvd.
Stuart, FL 34996

I have made and subscribed these Articles of Incorporation this 10th day of December, A.D., 1997.

[Signature]
Rudy C. Johnson, Co-Trustee, R.V. Johnson Trust
Robert

I have made and subscribed these Articles of Incorporation this 3rd day of December, A.D., 1997.

[Signature]
Marvin I. Bannon, Co-Trustee R.V. Johnson Trust

ACKNOWLEDGEMENT: (Must be signed by Designated Agent)

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

By: *[Signature]*
Rudy C. Johnson, Resident Agent
Robert

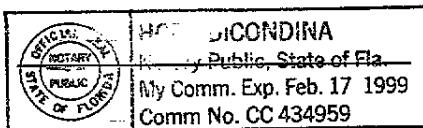
STATE OF FLORIDA
COUNTY OF

Robert C.

I hereby certify that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared RUDY JOHNSON, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 10th day of December, 1997.

My Commission Expires:



Hope Di Condina
Notary Public, Volusia County, Florida

STATE OF MICHIGAN
COUNTY OF OAKLAND

I hereby certify that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared MARVIN I. BANNON, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 3rd day of December, 1997.

My Commission Expires:

4/28/98

Darlene S. Bronik
Darlene S. Bronik
Notary Public, Oakland County, Michigan