

P98000000 2012

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

100002386461--3
-12/30/97-01092-006
****131.25 ****131.25

SUBJECT: THE JANRICK RESTAURANT, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25.

FROM: Richard H. DiCandilo
1441 Chesterfield Drive
Dunedin, FL 34698
(813) 734-2318

FILED
98 JAN -8 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/8/98-TM

W97-28930



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1997

RICHARD H. DICANDILO
1441 CHESTERFIELD DR
DUNEDIN, FL 34698

SUBJECT: THE JANRICK RESTAURANT, INC.
Ref. Number: W97000028930

We have received your document for THE JANRICK RESTAURANT, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

IN ARTICLE V, IT SAYS CORPORATE EXISTENCE SHALL BEGIN AT TIME OF FILING. HOWEVER, ARTICLE XI SAYS THAT THE EFFECTIVE DATE WILL BE 1/1/98. THEY NEED TO BE THE SAME IN EACH PLACE. PLEASE MAKE THE NECESSARY CHANGES.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 897A00060953

Richard H. DiCandilo
1441 Chesterfield Drive
Dunedin, FL 34698
(813) 734-2318

January 5, 1998

Department of State
Attention: Tracy Meyer
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

SUBJECT: THE SANTE FE GRILL, INC. formerly submitted as THE JANRICK RESTAURANT, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation. Due to the fact that the Articles of Incorporation have not been filed by your office and it is my wish to change the name in which I choose to incorporate, I have made the changes as you requested in the enclosed letter and made the additional change as to the name in which I will incorporate. You have previously received my bank money order for \$131.25.

In the event that you are unable to change the name of the corporation at this time, I have also forwarded back to you the original Articles that were sent in with the specified corrections made to them also. If you are able to make the name change at this point, please discard the Articles for The Janrick Restaurant, Inc. If you are unable to make the change to The Sante Fe Grill, Inc., please discard those Articles.

I look forward to receiving my documents back filed as soon as possible and am very thankful for the help that I have received from you.

FROM: Richard H. DiCandilo
1441 Chesterfield Drive
Dunedin, FL 34698
(813) 734-2318

Enclosures: Two complete and corrected sets of The Janrick Restaurant, Inc. Articles of Incorporation
Two complete sets of The Sante Fe Grill, Inc. - PREFER TO USE THIS NAME

ARTICLES OF INCORPORATION

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **THE JANRICK RESTAURANT, INC.**

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

1. To establish and to manage the day to day activities of a restaurant, including food and beverage purchasing, preparation and serving to the general public.
2. To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this corporation is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this corporation; and to lend money to, guarantee the contracts of, or otherwise acquire shares and securities of such company, and to sell, hold, reissue, with or without guaranty, or otherwise deal with the same.
3. The foregoing purposes and activities will be interpreted as examples only and not as limitations and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable, or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE III - CAPITAL STOCK

1. The maximum number of shares or capital stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred shares of common stock with no par value. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation.
2. The consideration for the issuance of said shares or capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.
3. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without nominal or par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V - TERM OF EXISTENCE

The existence of this corporation shall begin January 1, 1998. This corporation shall exist perpetually unless dissolved according to law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI – REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the principal office of this corporation in the State of Florida will be 1441 Chesterfield Drive, Dunedin, Florida 34698. The initial registered agent of this corporation shall be Richard H. DiCandilo. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII – BOARD OF DIRECTORS

1. The initial number of directors of this corporation shall be one (1).
2. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders.
3. The names and street addresses of the initial members of the Board of Directors, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

NAME

STREET ADDRESS

Richard H. DiCandilo

1441 Chesterfield Drive
Dunedin, FL 34698

4. The initial members of the Board of Directors of this corporation hereinabove named shall hold the Organizational Meeting of this corporation, and are hereby authorized to do and perform all acts and things necessary for and incident to the organization of this corporation.
5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the remaining directors shall elect a successor or successors to serve for the unexpired term of the Director or Directors, the absence of which created such vacancy or vacancies. If more than one vacancy occurs and there remains less than a quorum of the Board of Directors, the vacancies shall be filled by the stockholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.
6. Meetings of the Board of Directors, or of an Executive Committee thereof, may be held by means of a telephone conference or other communication equipment provided that each person participating in such a meeting can at all times hear every other person at such a meeting.

ARTICLE VIII – SUBSCRIBERS TO ARTICLES

The names and street addresses of the subscribers to these Articles of Incorporation are:

Richard H. DiCandilo

1441 Chesterfield Drive
Dunedin, FL 34698

ARTICLE IX - BY-LAWS

1. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adapt new by-laws shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or repealed by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of the stockholders.
2. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon The stockholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and Purposes therein stated.


RICHARD H. DICANDILO

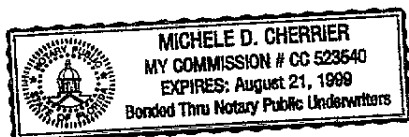
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared RICHARD H. DICANDILO, personally known me or who provided identification and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 29 day of December, 1997.

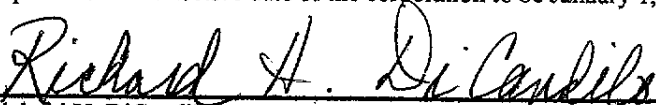
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NOTARY PUBLIC
My commission expires:

ARTICLE XI – EFFECTIVE DATE

The incorporator and sole member of the Board of Directors of The Janrick Restaurant, Inc. hereby request that the effective date of the corporation to be January 1, 1998.


Richard H. DiCandilo

CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **THE JANRICK RESTAURANT INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Dunedin, County of Pinellas, State of Florida, has named Richard H. DiCandilo located at 1441 Chesterfield Drive, Dunedin, FL 34698, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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


RICHARD H. DICANDILO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA