

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re:

Incorporation of Chester's Pub & Grill Irc.

500002418995--8 -02/02/98--01116--011 \*\*\*\*122.50 \*\*\*\*122.50

#### Gentlemen:

Enclosed please find two fully executed Articles of Incorporation, together with Resident Agent designation for Chester's Pub & Grill, Inc.

Also enclosed is my check in the amount of \$122.50, which represents the follow fees:

Filing Fee: \$ 35.00
Registered Agent: \$ 35.00
Certified Copy: \$ 52.50
\$122.50

PART OF STATE

Kindly return the Certified Copy to the undersigned and thank you for your cooperation and courtesy.

Sincerely,

William R. Buchanan For Chester's Pub & Grill

Enclosures

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AUTHORIZATION BY PHONE TO

CORREST Suffy

DATE 2-3-98

DOC. EXAM CA

J. Mark

### **ARTICLES OF INCORPORATION**

#### <u>OF</u>

## CHESTER'S PUB & GRILL, INC.

THE UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of the Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

### **ARTICLE I**

The name of this corporation shall be:

#### CHESTER'S PUB & GRILL, INC.

# **ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

# **ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 Shares of Common Stock \$1.00 Par Value, Per Share

All of said stock shall be payable in cash, property, real or personal, labor or services, in lieu of cash, at a just valuation to be fixed by the Board

of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

### **ARTICLE IV**

The amount of capital with which this corporation shall commence business shall not be less than \$100.00.

### **ARTICLE V**

The initial post office address of this corporation is:

3980 San Pietro Court Punta Gorda, Florida 33950

Registered Agent for service in the State of Florida shall be:

WILLIAM R. BUCHANAN 3980 San Pietro Court Punta Gorda, Florida 33950

The principal office of this corporation shall be in Charlotte County,

Florida. The Board of Directors may vote from time to time to move the post

office address and principal office to any other address in the State of

Florida.

## ARTICLE VI

The corporation shall have no less than one (1) nor more than three (3) directors. The number of directors may be altered from time to time by

By-Laws adopted by the Stockholders. The names and post office addresses of the officers and members of the First Board of Directors are:

NAME: ADDRESS: OFFICE:

WILLIAM R. 3980 San Pietro Court President BUCHANAN Punta Gorda, Florida 33950

The members of the First Board of Directors shall hold office until the first annual meeting of the stockholders of this corporation.

### **ARTICLE VII**

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and the value of the consideration to be paid therefor is as follows:

NAME: ADDRESS: NO. SHARES: VALUE:

WILLIAM R. 3980 San Pietro Court 100 \$100.00

BUCHANAN Punta Gorda
Florida 33950 \$100.00

## ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT:

be:

The registered office and the registered agent of the corporation shall

WILLIAM R. BUCHANAN 3980 San Pietro Court Punta Gorda, Florida 33950

### ARTICLE IX

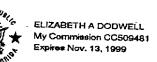
After incorporation, the corporation may adopt a plan agreeable to and consistent with section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation, agreeable to the provisions of the U.S. Internal Revenue Code.

#### **ARTICLE X**

The Articles of Incorporation may be amended in the manner provided in the Florida Statutes, or any successor provision in said Statutes. 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 thereon. However, in lieu of the above-described procedure, an amendment may be made by a written instrument signed by all of the directors and stockholders of the corporation.

THE UNDERSIGNED, being the original subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and agrees to take the numbers of shares of stock hereinabove set forth.

and accordingly has hereunto set his hand and seal this 27 M day of
January, 1998.
WILLIAM R. BUCHANAN
STATE OF FLORIDA )
) SS: COUNTY OF CHARLOTTE )
BEFORE ME, a Notary Public, duly authorized in the State of Florida
and County aforesaid, to take acknowledgements, personally appeared
WILLIAM R. BUCHANAN,
to me known to be the person described as the subscriber in the foregoing
Articles of Incorporation, and he has acknowledged before me that he
subscribed to and executed said Articles of Incorporation, this 27 day of
Notary Public, State of Florida ELIZABETH A. DODWELL My Commission No. CC509481
AND A.



## CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

First--That CHESTER'S PUB & GRILL, 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 Port Charlotte, County of Charlotte, State of Florida, has named WILLIAM R. BUCHANAN, located at 3980 San Pietro Court, Punta Gorda, Florida 33950, 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 the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED this January 27, 1998

WILLIAM R. BUCHANAN, Resident Agent