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JAY ANDREW BRETT  
JOHN F. STEWART  
CRAIG R. HERSCH\*  
D. HUGH KINSEY, JR.

JOHN WOOLSLAIR SHEPPARD\*  
OF COUNSEL

\*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

(FORMERLY SHEPPARD & WOOLSLAIR)  
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET  
P. O. DRAWER 400  
FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1898-1971)  
JOHN K. WOOLSLAIR (1908-1968)

TELEPHONE (941) 334-1141  
TELECOPIER (941) 334-3965

VIA FEDERAL EXPRESS

April 29, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
P. O. Box 6327  
Tallahassee, Florida 32301

400002506884--8  
-04/30/98--01082--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: The Fort Myers Steak House, Inc.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	\$ 35.00
	\$ 122.50

FILED  
98 APR 30 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely Yours,

John F. Stewart

JFS: sln  
Enclosure  
cc: Mr. William L. Pritchard

8

5/1/98

ARTICLES OF INCORPORATION  
OF  
THE FORT MYERS STEAK HOUSE, INC.

**FILED**  
98 APR 30 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED do hereby associate together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of The Fort Myers Steak House, Inc. and hereby set forth and declare:

CHARTER

ARTICLE I

The name of the Corporation shall be The Fort Myers Steak House, Inc.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The amount of the capital stock of this Corporation shall be 200 shares of capital no par value stock, which said stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

ARTICLE IV

The Corporation shall commence business upon the signing of these Articles of Incorporation.

ARTICLE V

The Corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

## ARTICLE VI

The principal place for the transaction of its business shall be 1473 Periwinkle Way, Sanibel, Florida 33957, in the City of Sanibel, County of Lee, State of Florida. That said Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

## ARTICLE VII

The Corporation shall have a Board of Directors of not less than one and may be increased to not more than six Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

## ARTICLE VIII

The officers by whom the business of said Corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, Secretary and Treasurer, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the officers and first Board of Directors who shall conduct the business of the Corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Roger C. Pritchard	President	6005 Clam Bayou Sanibel, Florida 33957
Paul F. Gaeta	Vice-President	989 Dixie Beach Road Sanibel, Florida 33957
William L. Pritchard	Secretary	4697 Rue Belle Mer Sanibel, Florida 33957
Margareta Gaeta	Treasurer	989 Dixie Beach Road Sanibel, Florida 33957

#### ARTICLE IX

The names and post office addresses of the subscribers to these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>ADDRESS</u>
William L. Pritchard	35	4697 Rue Belle Mer Sanibel, Florida 33957
Roger C. Pritchard	35	6005 Clam Bayou Sanibel, Florida 33957
Paul F. Gaeta	15	989 Dixie Beach Road Sanibel, Florida 33957
Margareta Gaeta	15	989 Dixie Beach Road Sanibel, Florida 33957

#### ARTICLE X

The Directors and officers shall be elected by the shareholders at their annual meeting, which will be held at the principal office of the Corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon on the first Saturday of the month immediately following the end of the Corporation's fiscal year of each and every year and the annual Directors meeting shall be held immediately after the adjournment of the annual shareholders meeting.

#### ARTICLE XI

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

#### ARTICLE XII

The street address of the initial registered office of this Corporation is 1473 Periwinkle Way, Sanibel, Florida 33957, and the name of the initial registered agent of this Corporation at that address

is: **William L. Pritchard**. By executing these Articles, the initial registered agent acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

#### ARTICLE XIII

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the shareholders.

#### ARTICLE XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any Directors present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

#### ARTICLE XV

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or officer of the Corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such Director or officer.

## ARTICLE XVI

A Director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or officer or any firm of which any Director or officer is a shareholder, officer, or Director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any Director so interested or member of a firm so interested, or a shareholder, officer or Director of a Corporation so interested; or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the Corporation entitled to vote, nor shall any Director or officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

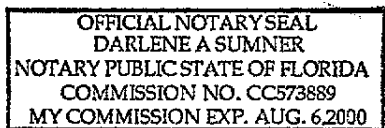
IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the capital stock hereinbefore mentioned and the incorporator(s) of the Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge, and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at City of Sanibel, Lee County, Florida, this 28<sup>th</sup> day of APRIL, 1998.

Roger C. Pritchard  
Roger C. Pritchard

Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 28 day of April, 1998, by ROGER C. PRITCHARD, (X) who is personally known to me or ( ) who produced \_\_\_\_\_ as identification.



(SEAL)  
Comm. Exp. Date:  
Comm. Number:

Darlene A. Sumner  
Notary Public

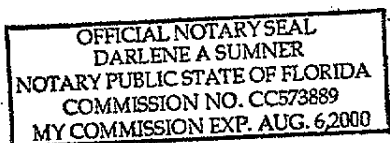
Printed Names of Notary: Darlene A. Sumner

Paul F. Gaeta  
Paul F. Gaeta

Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 28 day of April, 1998, by PAUL F. GAETA, (X) who is personally known to me or ( ) who produced \_\_\_\_\_ as identification.



(SEAL)  
Comm. Exp. Date:  
Comm. Number:

Darlene A. Sumner  
Notary Public

Printed Names of Notary: Darlene A. Sumner

William L. Pritchard  
William L. Pritchard

Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 28 day of April 1998, by WILLIAM L. PRITCHARD, (X) who is personally known to me or ( ) who produced as identification.

OFFICIAL NOTARY SEAL  
DARLENE A. SUMNER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC573889  
MY COMMISSION EXP. AUG. 6, 2000

(SEAL)

Comm. Exp. Date:

Comm. Number:

Darlene A. Sumner  
Notary Public

Printed Names of Notary: Darlene A. Sumner

Margareta Gaeta  
Margareta Gaeta

Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 28 day of April 1998, by MARGARETA GAETA, (X) who is personally known to me or ( ) who produced as identification.

OFFICIAL NOTARY SEAL  
DARLENE A. SUMNER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC573889  
MY COMMISSION EXP. AUG. 6, 2000

(SEAL)

Comm. Exp. Date:

Comm. Number:

Darlene A. Sumner  
Notary Public

Printed Names of Notary: Darlene A. Sumner

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA