

# P98000040658

Outback USA  
14021 US 27 S.  
Sebring, FL 33870  
941-699-2220

C

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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98 MAY -4 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

NEW FILINGS	
<input 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

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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

Examiner's Initials

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5596  
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**ARTICLES OF INCORPORATION**

**OF**

**OUTBACK USA, INC.**

**ARTICLE I - NAME**

The name of this corporation is Outback USA, Inc.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III - PURPOSE**

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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**ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 14021 US 27 South, Sebring, FL 33870, and the name of the initial registered agent of this corporation at that address is Darrel E. Johnston.

**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 By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Darrel E. Johnston	14021 US 27 South Sebring, FL 33870
Kathryn L. Johnston	14021 US South Sebring, FL 33870

**ARTICLE IX – INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Darrel E. Johnston	14021 US South Sebring, FL 33870

**ARTICLE X – BY-LAWS**

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

**ARTICLE XI**

**APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII – COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XIII – INDEMNIFICATION**

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV – AMENDMENT**

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.

**ARTICLE XV – PRINCIPAL OFFICE**

The principal office address and mailing address of this corporation shall be:  
14021 US 27 South, Sebring, Florida 33870.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these  
Articles of Incorporation this 27<sup>th</sup> day of April, 1998.

  
\_\_\_\_\_  
Darrel E. Johnston, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that Outback USA, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Sebring, County of Highlands, State of Florida, has named Darrel E. Johnston, located at 14021 US 27 South, Sebring, Florida 33870, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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 provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Darrel E. Johnston

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

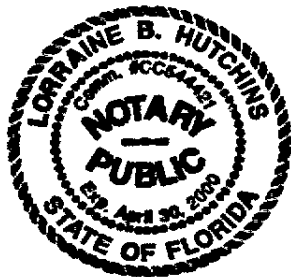
STATE OF FLORIDA :

COUNTY OF HIGHLANDS :

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Darrel E. Johnston, who is personally known to me (or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath) and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she 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 27<sup>th</sup> day of April, 1998.

My Commission Expires:



Lorraine B. Hutchins  
NOTARY PUBLIC  
State of Florida at Large

Lorraine B Hutchins  
Printed Name

Commission No. CC544421