

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

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

1. CHALEY'S PIZZA & PASTA EMPORIUM, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #) 200002528752-5

4. \_\_\_\_\_  
(Corporation Name) (Document #) -05/18/98-01035-007  
\*\*\*122.50 \*\*\*122.50

☒ Walk in ☒ Pick up time 2:00

☒ 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  
98 MAY 18 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
98 MAY 18 AM 10:57  
DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**CHALEY'S PIZZA & PASTA EMPORIUM, INC.**

**FILED**  
98 MAY 18 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I.

The name of the corporation shall be **CHALEY'S PIZZA & PASTA EMPORIUM, INC.**

II.

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge,

or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidence of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### III.

The number of shares of stock that this corporation is authorized to have

outstanding at any time is 100 shares at \$1.00 par value.

IV.

The amount of capital with which this corporation shall begin business shall be \$100.00.

V.

The existence of this corporation shall be perpetual.

VI.

The principal office of this corporation shall be located at 1750 North Federal Highway, Pompano Beach, Florida 33062.

VII.

The Board of Directors of this corporation shall consist of not less than one and not more than three members.

VIII.

The names and addresses of the first Board of Directors as well as the Incorporators who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

STEVE COHEN

1750 North Federal Highway  
Pompano Beach, Florida 33062

IX.

The registered agent and the registered office for this corporation is:

STEVE COHEN

1750 North Federal Highway  
Pompano Beach, Florida 33062

X.

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$100.00 the amount of capital with which this corporation shall begin business.

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>	<u>AMOUNT</u>
PENNY COHEN	1750 North Federal Highway Pompano Beach, Florida 33062	100	\$100.00

XI.

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

STEVE COHEN, President/Secretary, Treasurer

XII.

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation.

The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
STEVE COHEN  
REGISTERED AGENT

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

  
STEVE COHEN

**FILED**  
98 MAY 18 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA