

# ALLBRITTON AND GANT, P.A.

ATTORNEYS AND COUNSELORS AT LAW

JOHN LEWIS ALLBRITTON  
FREDERICK J. GANT\*  
\*FLORIDA & ALABAMA BAR

322 WEST CERVANTES STREET  
POST OFFICE BOX 12322  
PENSACOLA, FLORIDA 32581  
(850) 433-3230  
FAX (850) 434-8158

P 98 0000 450 77

April 23, 1998

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\*\*\*122.50 \*\*\*122.50

Secretary of State  
State of Florida  
Tallahassee, Florida 32301

Re: Rutson & Associates, Inc.

Dear Madam/Sir:

Enclosed please find Articles of Incorporation to be filed along with my trust check in the amount of \$122.50 which represent filing fees. Once the document have been filed, please return to this office.

If you have any questions, please do not hesitate to give me a call.

Sincerely,

  
Frederick J. Gant

FJG/tlb  
Enclosures

FILED  
98 MAY 15 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEN

MAY 19 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 30, 1998

FREDERICK J GANT  
P O BOX 12322  
PENSACOLA, FL 32581

SUBJECT: RUTSON & ASSOCIATES, INC.  
Ref. Number: W98000009676

FILED  
98 MAY 15 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for RUTSON & ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 798A00023593

**ARTICLES OF INCORPORATION**  
**FOR**  
**RUTSON & ASSOCIATES, INC.,**  
**A CORPORATION FOR PROFIT**

FILED  
98 MAY 15 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is **RUTSON & ASSOCIATES, INC.**

**SECOND:** The period of duration of the corporation is perpetual.

**THIRD:** The purpose or purposes for which the corporation is organized is to provide entertainment services in all venues including, but not limited to restaurants, clubs, delis, cafes and other establishments and to do all other things incidental to such or connected with such that are not forbidden by the Florida Corporation Laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign county, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign county; and further, to engage in any other activity or business permitted under the laws of the United States and of this state..

**FOURTH:** Authorized Shares. 100 shares of capitol stock at \$1.00 per share (\$1.00 par value).

**States Capital.** The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be stated capital of the corporation at any particular time

**Restriction on Transfer of Shares.** None of the shareholders of the corporation shall make any transfer of stock unless he or she shall have first offered those shares to the corporation and to

the other shareholders of the corporation in the manner and to the extent hereafter set forth.

A. Every offer shall be in writing.

B. The corporation shall have a prior option to purchase the stock by notice of acceptance to offeror within thirty (30) days after notice of transfer. Upon failure of the corporation to exercise its options to so purchase the shares of the stock, the non-offering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer of stock to purchase the stock in the proportion in which the stock then owned by each of them bears to all issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his spouse or his children. The option granted under this paragraph may be exercised by the corporation or purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.

C. This agreement shall be binding upon the heirs, guardians, personal representatives and assigns of each of the shareholders.

**Dividends.** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**FIFTH:** The initial street address in Florida of the corporate principal's office is 1621 E. Anderson Street, Pensacola, Florida 32503 and the name of the initial registered agent at such address is **WILLIE RUTLEDGE**.

**SIXTH:** The Board of Directors shall consist of not more than three (3) members and not less than one (1) members, who shall be residents of the State of Florida, but do not have to be shareholders of the corporation.

**SEVENTH:** The name and address of the person who will serve as Officers until the first

annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

**MARC WATSON**, President

1765 E. Texar Drive  
Pensacola, Florida  
850-433-3231

**WILLIE RUTLEDGE**, Secretary/Treasurer

1621 E. Anderson Street  
Pensacola, Florida  
850-433-1975

**EIGHTH:** The name and address of the initial incorporators are **MARC WATSON**, 1765 E. Texar Drive, Pensacola, Florida 32503 and **WILLIE RUTLEDGE**, 1621 E. Anderson Street, Pensacola, Florida 32503.

**NINTH:** A majority of the stockholders of the corporation shall be required for any shareholder action.

**TENTH:** The shareholders shall have the power to amend, adopt, alter, change, or repeal the Articles of Incorporation when proposed or approved at a shareholders meeting, with not less than a two-thirds vote of the common stock.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these Articles of Incorporation at Pensacola, Escambia County, Florida, on this 23 day of APRIL, 1998.

  
**WILLIE RUTLEDGE**

  
**MARC WATSON**

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared, **WILLIE RUTLEDGE AND MARC WATSON**, to me well known and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the foregoing Articles for the purposes therein stated.

WITNESS my hand and seal on the 23 day of April, 1998.



Tracy Brown  
NOTARY PUBLIC  
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

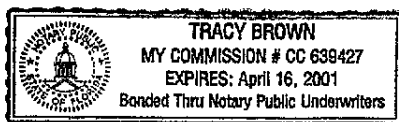
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Willie Rutledge  
WILLIE RUTLEDGE

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared, WILLIE RUTLEDGE, to me well known and who executed the foregoing ACCEPTANCE OF REGISTERED AGENT and acknowledged before me that he executed the foregoing ACCEPTANCE for the purposes therein stated.

WITNESS my hand and seal on the 23 day of April, 1998.



Tracy Brown  
NOTARY PUBLIC  
My Commission Expires:

THIS INSTRUMENT PREPARED BY:  
FREDERICK JEROME GANT, ESQUIRE  
ALLBRITTON & GANT  
322 West Cervantes Street  
Post Office Box 12322  
Pensacola, Florida 32581  
(850) 433-3230

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