

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000089423

O'LOCO'S, Inc.

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-10/14/98--01036--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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Requested by:

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA 32301

October 14, 1998

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: O'LOCO'S, INC. CORPORATION  
Ref. Number: W98000023350

We have received your document for O'LOCO'S, INC. CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please delete one of the corporate suffixes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6929.

Randall Purinton  
Document Specialist

Letter Number: 898A00050951

*Corrected*

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DIVISION OF CORPORATIONS

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Articles of Incorporation  
of

O'Loco's, Inc.

The undersigned persons, acting as the incorporators of a corporation organized under the Corporation Laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE 1

Name

- 1.01. Name. The name of the Corporation is O'LOCO's, Inc.  
The principal address of the corporation shall be:  
303 State Road 26  
Melrose, Florida 32666

ARTICLE 2

Registered Office and Agent

- 2.01. Registered Office. The street address of the initial registered office of the Corporation is:

303 State Road 26  
Melrose, Florida 32666

- 2.02. Registered Agent. The name of the initial registered agent of the Corporation at the above address is:

William K. Gordon, Attorney

ARTICLE 3

Capital Stock

- 3.01. Number of Authorized Shares and Par Value. The aggregate number of shares that the Corporation shall

have authority to issue is 25,000,000 (Twenty Five Million) shares of common stock, which shall have an initial par value of \$1.00 (One Dollar) per share.

- 3.02. Preemptive Rights of Shareholders. The Corporation elects to have preemptive rights. The shareholders of the corporation shall have a preemptive right to purchase, at equitable prices, terms and conditions fixed by the Board of Directors, the shares of capital stock of the Corporation as may be issued from time to time, after the issuance of the first two and one half million (2.5 Million) shares of capital stock. This preemptive right shall apply to all shares issued by the Corporation after the first two and one half million shares, including shares presently or subsequently authorized, shares held in the treasury of the Corporation, and shares issued for services or property. Shares issued to employees of the Corporation under a plan approved by the holders of two thirds (2/3) of the issued and outstanding voting shares of the Corporation shall not be subject to preemptive rights.
- 3.03. Class of Stock. The capital stock of the Corporation shall not be divided into classes, however, this does not preclude the division of stock by rights assigned to said stock, such rights to include voting.
- 3.04. Issuance of Stock. Shares of capital stock of the corporation shall not be issued except on the affirmative vote or written consent of at least 2/3rds of the directors, which vote or consent shall appear in the written minutes of the Board of Directors' meeting in which the issuance was authorized.
- 3.05. Restriction on Transfer of Stock. No shareholder shall pledge, mortgage sell or otherwise transfer all or any portion of the shareholder's stock unless it shall first be offered to the corporation at a price no greater than that which is reflected in the official books and records of the corporation, which offer shall be open to the corporation for a period of forty five days. In the event that any of the said stock is not purchased by the corporation during such period, it shall be offered to the remaining shareholders of the same class of stock in the same proportions as their respective stock interests in said class of stock, for a like price and for a similar period of time as stated

above. Should any of the remaining shareholders decline to purchase their proportionate share of the stock, said stock shall be offered to the then remaining shareholders under the same terms as above. In the event that any of said stock is not purchased by the corporation or the shareholders, the remaining stock may then be sold by the shareholder without restriction. Notice of this restriction shall appear on all stock certificates issued by the corporation.

#### ARTICLE 4

##### Incorporators

- 4.01. The name and address of each incorporator of the Corporation is:

Donald E. Ellis  
5165 Dover Street NE  
St. Petersburg, Florida 337033

Kerry Roberts, II  
3143 Phoenix Avenue  
Oldsmar, Florida 34677

#### ARTICLE 5

##### Directors

- 5.01. Number of Directors. The Board of Directors of the Corporation shall consist of 5 (five) members.

- 5.02. Names and Addresses of Initial Directors. The names and addresses of the persons who are to serve as the initial Board of Directors of the Corporation until the first annual meeting of shareholders and until their successors shall have been elected and qualified.

Robert Hughes, Sr.  
5165 Dover Street NE  
St. Petersburg, Florida 33703

Kerry Roberts, Sr.  
3143 Phoenix Avenue  
Oldsmar, Florida 34677

Bruce Harland, Attorney  
326 N. Belcher Road  
Clearwater, Florida 34625

Donald E. Ellis  
5165 Dover Street NE  
St. Petersburg, Florida 33703

Kerry Roberts, II  
3143 Phoenix Avenue  
Oldsmar, Florida 34677

- 5.03. Transactions with Directors. Any contract or other transaction between the Corporation and a director, or between the Corporation and any firm, organization or corporation of which a director is a member, employee, shareholder, director or officer, or in which the director has any interest, shall be valid for all purposes, if the fact of such interest was disclosed by written notice or known to the Board of Directors and if the Board of Directors authorizes or ratifies the contract or transaction or if the contract or transaction was disclosed to and ratified by the shareholders. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under applicable law.

- 5.04 Indemnification. The Corporation, acting through its Board of Directors, shall have the authority to indemnify or advance expenses to any director, officer, employee, or agent of the corporation, when said director, officer, employee, or agent has incurred expenses or liabilities which, in the absolute discretion of the Board of Directors, are considered to have been incurred on behalf of the Corporation. The rights set forth in this section shall be in addition to any rights for indemnification provided by applicable law.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by that person in any such capacity or arising out of that person's status as such, whether or not the

Corporation could indemnify that person against such liability under provisions of this section.

- 5.05. Removal of Directors. One or more of the directors may be removed with cause by a vote of the majority of the shares then entitled to vote for the election of directors. A director shall be entitled to receive notice of, and a hearing with respect to, his or her removal for cause.

## ARTICLE 6

### Purposes

- 6.01. Purposes. The purpose(s) for which the Corporation is organized are to engage in the business of residential and retail land development sales and services, retail sales and services, entertainment sales and services, and to do everything necessary, proper, adviseable or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

## ARTICLE 7

### Amendment and Fundamental Changes

- 7.01. These Articles of Incorporation may be amended only by the written consent or affirmative vote of the holders of a majority of the issued and outstanding voting shares, except that any section of these Articles of Incorporation that provide for a greater vote of the shareholders may be amended only upon the written consent or affirmative vote of the shareholders provided for in that section.
- 7.02. Fundamental Changes. The affirmative vote or written consent of the holders of 90% (Ninety Percent) of the issued and outstanding voting shares of the Corporation shall be necessary for the following corporate acts:
- (a) The voluntary dissolution of the Corporation by its Board of Directors and shareholders.

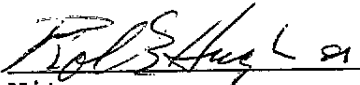
- (b) The sale, lease, exchange or transfer by the Corporation of all or substantially all of its property or assets other than in the regular course of business.
- (c) The adoption by the Corporation of a plan of merger, consolidation, or share exchange.


7.03. Bylaws. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation that is not inconsistent with the law or these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporators, by their signatures below, affirm under penalty of perjury the truth of the matters set forth above.

  
\_\_\_\_\_  
Donald E. Ellis

 9/30/98  
\_\_\_\_\_  
Kerry Roberts, II

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Witness

Notary:



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

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the  
following is submitted:

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.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

*W. K. Gordon*  
*10/16/98*

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