

**Frazer
Hubbard
& Brandt
Trask**
Attorneys At Law

P98000093119

JOHN P. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
*THOMAS J. TRASK

TRANSMITTAL LETTER

October 30, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002677476--4

-11/02/98--01029--008

****122.50 ****78.75

SUBJECT: The Boxcar, Inc.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John G. Hubbard, Frazer, Hubbard Brandt & Trask
Name (Printed or Typed)

595 Main Street
Address

Dunedin, FL 34698
City, State & Zip

727 733-0494
Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV - 2 AM 11:26

NOTE: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION

OF

THE BOXCAR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 AM 11:26

ARTICLE - NAME

The name of this corporation is The Boxcar, Inc. and its mailing address is 351 Main Street, Dunedin, FL 34698.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This general purpose of this corporation is for the operation of a newsstand, coffee shop and other retail and food service and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V - 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/she already holds, shall have the right to purchase his/her 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, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

**Frazer
Hubbard
& Brandt
& Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 595 Main Street, Dunedin, Florida 34683 and the name of the registered agent of this corporation at that address is John G. Hubbard, Esquire.

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these articles of incorporation are:

Gregory R. Brady 351 Main Street
Dunedin, FL 34698

Virgel H. Kelly, Jr. 319 Main Street
Dunedin, FL 34698

Walter F. DeFord 718 Loudon Avenue
Dunedin, FL 34698

Michael V. Shafman 524 Beltrous Street
Dunedin, FL 34698

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholder.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty three and one-third percent (33 1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 50% plus 1 of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of 66 2/3% of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition, or liquidation.

**ARTICLE XII - 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 XIII - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

**ARTICLE XIV - MANAGEMENT
OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain or non-taxable dividends depending on the source from which they are derived.

ARTICLE XVIII - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XIX - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;
2. Election as a sub-chapter S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement whether qualified or not;
5. Corporate medical reimburse plan; and
6. Excess compensation reimbursement plan.

ARTICLE XX - AMENDMENT

The shareholders shall have the right to amend or repeal any provisions contained in these articles of incorporation, in accordance with the procedures approved by the shareholders, from time to time, and made a part of the corporation's Bylaws; however, such amendment shall be by the affirmative vote of 50% plus one (1) of the shares entitled to vote.

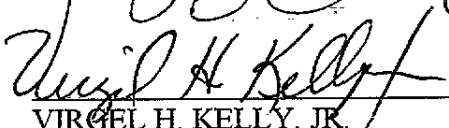
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles


**Frazer
Hubbard
& Brandt
& Trask**

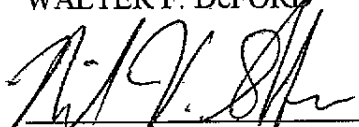
Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

of Incorporation, this 30th day of October, 1998


GREGORY R. BRADY


VIRGEL H. KELLY, JR.

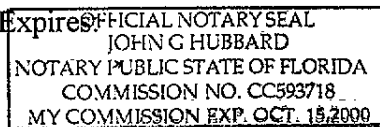

WALTER F. DeFORD


MICHAEL V. SHAFMAN

STATE OF FLORIDA
COUNTY OF PINELLAS

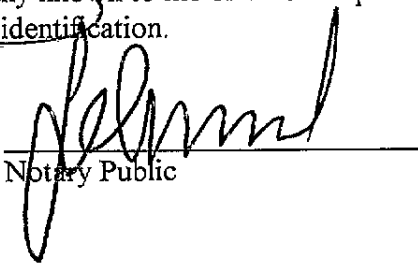
The foregoing instrument was acknowledged before me this 30 day of October, 1998, by GREGORY R. BRADY, who () is personally known to me or who has produced () a driver's license or _____ as identification.

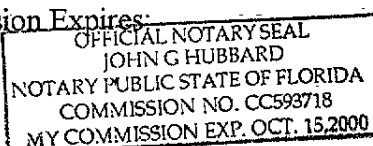

Notary Public

My Commission Expires: 
OFFICIAL NOTARY SEAL
JOHN G. HUBBARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC593718
MY COMMISSION EXP. OCT. 15, 2000

STATE OF FLORIDA
COUNTY OF PINELLAS

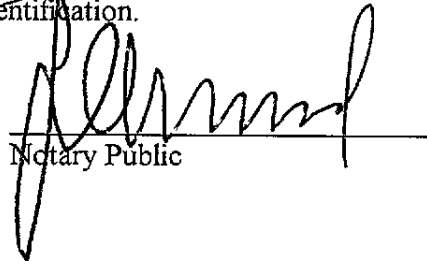
The foregoing instrument was acknowledged before me this 30th day of October, 1998, by VIRGEL H. KELLY, JR., who () is personally known to me or who has produced () a driver's license or _____ as identification.


Notary Public

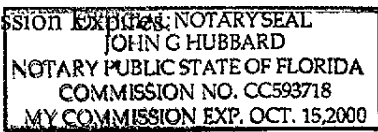
My Commission Expires: 
OFFICIAL NOTARY SEAL
JOHN G. HUBBARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC593718
MY COMMISSION EXP. OCT. 15, 2000

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of October, 1998, by WALTER F. DeFORD, who () is personally known to me or who has produced () a driver's license or _____ as identification.

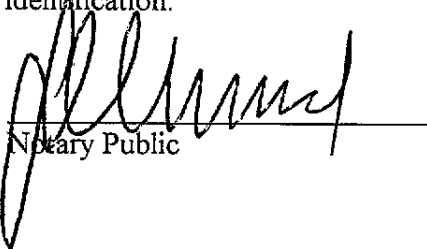


Notary Public

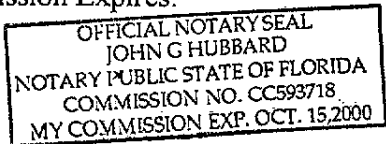
My Commission Expires: 
NOTARY SEAL
JOHN G HUBBARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC593718
MY COMMISSION EXP. OCT. 15, 2000

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30 day of October, 1998, by MICHAEL V. SHAFMAN, who () is personally known to me or who has produced () a driver's license or _____ as identification.



Notary Public

My Commission Expires: 
OFFICIAL NOTARY SEAL
JOHN G HUBBARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC593718
MY COMMISSION EXP. OCT. 15, 2000

**Frazer
Hubbard
& Brandt
& Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 AM 11:26

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED: **THE BOXCAR, INC.**, desiring to organize or qualify
under the laws of the State of Florida, with the principal place of business located at 351 Main
Street, and has named JOHN G. HUBBARD, ESQUIRE, located at 595 Main Street,
Dunedin, Florida 34698, as its resident agent to accept service of process within Florida.

Signature:

Walter F. DeFord

Title:

president

Date:

10/30/98

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated corporation, at
the place designated in the 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:

[Signature]

Date:

10/30/98

Frazer
Hubbard
& Brandt
& Trask

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698