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DIVISION OF CORPORATIONS  
99 JAN 19 PM 3:58



**FLORIDA CHURCH  
INSURANCE AGENCY, INC.**

100002745811--5  
-01/19/99--01057--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

92330 Overseas Highway, Suite 1, Mail: P.O. Box 420 Tavernier, FL 33070

Office Use Only

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

1. Cit's Key Catering, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

C J'S KEYS EATERIES, INC

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The undersigned, who is a citizen of the United States, desiring to form a corporation for profit under the General Corporation Law of Florida, does hereby certify:

ARTICLE I NAME

The name of the corporation is C J's Keys Eateries, Inc.

ARTICLE II BUSINESS LOCATION

The principal office is to be located in the City of Tavernier, County of Monroe, State of Florida. The corporation's principal office, mailing address and registered agent's address is 192 Orange Blossom Road, Tavernier, FL 33070.

ARTICLE III NATURE OF BUSINESS

This corporation is formed for the purpose of conducting the business of selling food and beverage products; to sell any and all types of food or beverage services and to do any and all other acts and things necessary, convenient or expedient to the accomplishment of the foregoing to the same extent as a natural person might or could do and in any capacity; and for the purpose of engaging in any and/or all lawful acts for which corporations may be formed under Chapter 606 F.S. as amended.

ARTICLE IV CAPITAL STOCK

The corporation shall have authority to issue and have outstanding a total of 1,000 shares of capital stock all of which shall be of one class and shall be designated as common shares without par value. The amount of stated capital with which the corporation shall commence business is \$500.

## ARTICLE V NATURE OF BUSINESS

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise. No transaction, contract or other act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer, or any firm, corporation or trust in which such director or officer, is a member or is a beneficiary, shareholder, director, officer or trustee, is in any way interested in such transaction, contract or other act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors, or any committee of directors having the powers of the full Board of Directors, at which action upon any such transaction, contract or other act shall be taken; nor shall any such director or officer be accountable or responsible to the corporation for or in respect of any such transaction, contract or other act of the corporation or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member or any corporation or trust of which he is a beneficiary, shareholder, director, officer or trustee is interested in such transaction, contract or other act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any such transaction, contract or other act, and may vote thereat to authorize, ratify or approve any such transaction, contract or other act with like force and effect as if he or any firm of which he is a member or any corporation or trust of which he is a beneficiary, shareholder, director, officer or trustee were not interested in such transaction, contract or other act.

The corporation may purchase, from time to time and to the extent permitted by the laws of Florida, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amounts, from such holders or holders of outstanding stock of the corporation and at such prices as the Board of Directors or the corporation shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

Notwithstanding any provisions of the laws of Florida now or hereafter in force requiring for any purpose the vote of the holders of shares entitling them to exercise two-thirds (2/3), or any other proportion, of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute may be taken by vote of the holders of shares entitling them to exercise a majority of

the voting power of the corporation or of such class or classes.

No stockholder of the corporation shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation authorized by this certificate of incorporation or by an amended certificate duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing stockholders.

Except as otherwise provided herein, every person who is or has been a director or officer of the corporation and his heirs and legal representatives is hereby indemnified by the corporation against expenses and liabilities actually and necessarily incurred by him in connection with the defense of either (1) any action, suit or proceeding to which he may be a party defendant, or (2) any claim of liability asserted against him, by reason of his being or having been a director or officer of the corporation. Without limitation, the term "expenses" includes any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid to the corporation itself. The corporation does not, however, indemnify any director or officer in respect to any matter as to which he shall be finally adjudged liable for negligence or misconduct in the performance of his duties as such director or officer, nor, in the case of a settlement, unless such settlement shall be found to be in the interest of the corporation by (1) the court having jurisdiction of the action, suit or proceedings against such director or officer or of a suit involving his right to indemnification, or (2) a majority of the directors of the corporation then in office other than those involved in such matter (whether or not such majority constitutes a quorum), or, if there are not at least two directors of the corporation then in office, other than those involved in such matter, by a majority of a committee (selected by the Board of Directors) of three or more shareholders of the corporation who are not directors or officers, provided that such indemnity in case of a settlement shall not be allowed by such director or committee of shareholders unless it is found by independent legal counsel (meaning a lawyer who is not a director, officer or employee of the corporation, and is not a partner or professional associate of a director, officer or employee of the corporation) that such settlement is reasonable in amount and in the interest of the corporation. The foregoing right of indemnification shall be in addition to all rights to which any director or officer may be entitled as a matter of law. Each person

(including a director or officer of any other corporation) who at the request of the corporation, or officer of any other corporation in which the corporation owns shares or of which it is a creditor, may, by action of the Board of Directors, by indemnified by the corporation the same extent that directors and officers of the corporation are indemnified by the Article.

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these Articles of Incorporation this 15<sup>th</sup> day of May, 1999.

[Signature]  
Incorporator

Chad Gardner  
Incorporator

STATE OF FLORIDA  
COUNTY OF

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared,

known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (she) (they) acknowledged before me that he (she) (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15<sup>th</sup> day of May, 1999.

[Signature]  
Notary Public

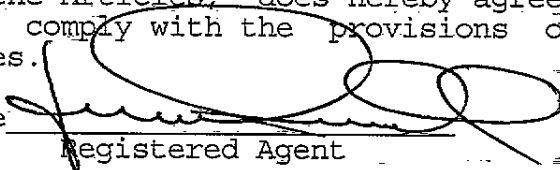
(SEAL)

My Commission Expires:  
LINDA J. TERRILL  
COMMISSION # CC 420398  
EXPIRES OCT 12, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC



I, James G. Terrill having been named to accept service of process for the above stated corporation, at the place of business designated in the Articles, does hereby agree to act in this capacity and to comply with the provisions of Section 607.325, Florida Statutes.

Signature



Registered Agent

James Glenn Terrill  
192 Orange Blossom Road  
Tavernier, FL 33070

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