

P99000025256
TRANSMITTAL LETTER

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

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-03/15/99--01110--003
*****87.50 *****87.50

SUBJECT: **BIG APPLE PIZZA & PASTA FRANCHISER, 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 of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

March 12, 1999

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

IN RE: Return of Original Incorporation Document
Big Apple Pizza & Pasta Franchiser, Inc.

Dear Sir,

Please return the original corporate documents to me.

Edward B. Galante, P.A.
516 Camden Avenue
Stuart, FL 34994

Sincerely,


Edward B. Galante
abw

FILED
99 MAR 15 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 19 1999

**ARTICLES OF INCORPORATION
OF
BIG APPLE PIZZA & PASTA FRANCHISER, INC.**

I, the undersigned, do hereby execute these Articles of Incorporation for the purpose of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

BIG APPLE PIZZA & PASTA FRANCHISER, INC.

The address of the corporation is:

**3601 SE Ocean Blvd., Suite 202
Stuart, FL 34996-6737**

FILED
99 MAR 15 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE AND DURATION

This corporation is organized for the general purpose of selling franchises and all other lawful activity or business permitted under the laws of the State of Florida and of the United States of America.

The corporation shall have perpetual existence.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ten million (10,000,000) shares of capital stock with a par value of \$1.00 per share. These shall be designated "Common Shares". The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE IV - LIMITATIONS AND RELATIVE RIGHTS OF SHARE OF CAPITAL STOCK

Section 1. Dividends.

Upon the payment or setting apart for payment of dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding Preferred Shares, if any, the directors may declare and pay dividends upon the Common Shares.

Section 2. Rights Upon Liquidation or Dissolution

Upon payment to the holders of Preferred Shares of the amount payable to them, if any, the remaining assets of this corporation shall be payable to and distributed ratably among holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - DESIGNATION OF SERIES

Preferred Shares may be issued from time to time in series if the stockholders have not elected to be taxed as a Small Business Corporation. All Preferred Shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;

4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such series;
5. The rights, if any, of the holders of shares of terms and conditions of such conversion.

ARTICLE VI - 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 already holds, shall have the right to purchase his 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.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

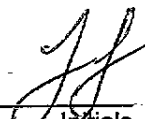
The street address of the initial registered agent of this corporation is **516 Camden Avenue, Stuart, FL 34994**, and the name of the initial registered agent of this corporation is **EDWARD. B. GALANTE**.

ARTICLE VIII - INITIAL OFFICERS

This corporation shall have two (2) officer initially. The number and duties of officers may be either increased or diminished from time to time by the bylaws but shall never be less than a president or executive officer and a secretary. The name and address of the initial officers of this corporation are:

President/Secretary/Vice President/Treasurer

Louis T. Lino
3601 SE Ocean Blvd., Suite 202
Stuart, FL 34996


Initials

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased by the vote of the holders of forty (40%) percent of the common shares at a duly called meeting, or diminished by the vote of the holders of sixty-seven (67%) percent of the common shares but shall never be less than one (1). The name and address of the person who shall serve as director until a successor has been elected and qualified, is as follows:

Louis T. Lino	3601 SE Ocean Blvd., Suite 202 Stuart, Florida 34996
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ARTICLE X - INCORPORATOR

The name and address of the initial incorporator who is signing these Articles is:

Louis T. Lino 3601 SE Ocean Blvd., Suite 202 Stuart, Florida 34996
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ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors or the shareholders.

ARTICLE XII - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount so opposite their names:

Louis T. Lino	1000 shares
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Shares held by the initial shareholders listed above may not be re-sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the holders of fifty-one (51%) percent or more of the common shares.

ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

The affirmative vote of fifty-one (51%) percent of the shares shall be the act of the shareholders.

ARTICLE XV - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO EXTRAORDINARY CORPORATE ACTIONS

The affirmative vote of seventy-five (75%) percent of the shares of this corporation entitled to vote thereon shall be required for the authorization of mergers, consolidations, sales of assets and amendments.

ARTICLE XVI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of seventy-five (75%) percent 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 XVII - 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, unless waived in writing by all shareholders.

ARTICLE XVIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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

ARTICLE XIX - DIRECTORS COMPENSATION

The shareholders of this corporation shall have exclusive authority to fix the compensation of directors of this corporation

ARTICLE XX - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his term, without cause.

ARTICLE XXI - DIRECTOR QUORUM AND VOTING

Fifty-one (51%) percent of the directors shall constitute a quorum for a meeting of directors.

The affirmative vote of fifty-one (51%) percent of the directors, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of fifty-one (51%) percent of the remaining directors, shall be the act of the Board of Directors.

ARTICLE XXII - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XXIII - DIVIDENDS

Dividends may be paid to shareholders.

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XXIV - REDUCTION IN STATE CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXV - INDEMNIFICATION

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

ARTICLE XXVI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of March, 1999.


LOUIS T. LINO

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, appeared LOUIS T. LINO, who has produced _____ as identification or who is personally known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid, this 6 day of March, 1999.

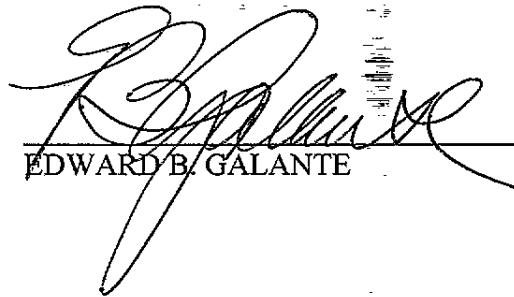

Notary Public
My Commission Expires: _____

 Joseph A. Murphy III
My Commission CC762333
Expires July 26, 2002

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT AND OFFICE

Having been named to accept service of process for **BIG APPLE PIZZA & PASTA FRANCHISERS, INC.**, I hereby declare my acceptance of the appointment as registered agent and registered office of this corporation. I agree to so serve and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 3/6/99


EDWARD B. GALANTE

FILED
99 MAR 15 AM 11:00
CLERK OF STATE
TALLAHASSEE, FLORIDA