

P99000036043

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

FROM: Barbara Allen  
29320 Zeller Ave.  
San Antonio, FL 33576

DATE: 4-13-99

Please file the attached Articles of Incorporation for Barbara Allen, Inc.  
I am enclosing a \$70 filing fee, plus \$8.75 for a certificate of status.

Thank you for your assistance.

*Barbara Allen*

Barbara Allen

400002843814--7  
-04/19/99--01087--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 19 PM 3:51

APR 20 1999

**ARTICLES OF INCORPORATION** 99 APR 19 PM 3:51

of  
**Barbara Allen, Inc.**

**Business Corporation**

The undersigned, a natural person of the age of eighteen (18) years or more, acting as incorporator under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of this Corporation is **Barbara Allen, Inc.** and its duration shall be perpetual.

**ARTICLE II**

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares, without par value, of voting common stock.

**ARTICLE III**

The purposes for which the corporation is organized are to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act, and to exercise any general or specific power now or hereafter granted to corporations under Florida law, including, but not limited to the following:

1. To engage in the business of furnishing food services to the public;
2. To provide other business services to the public.

The corporation shall have all powers and authorities necessary to accomplish these purposes and as permitted by law.

#### ARTICLE IV

1. The holders of common shares shall have preemptive rights to purchase any shares of the corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares. Any shares offered to shareholders under their preemptive rights and not purchased shall again be offered to those shareholders who have exercised their preemptive rights, in proportion to their holdings. After one such re-offering the corporation may sell any share still unsold in any other manner permitted by these Articles.
2. The corporation, in the discretion and upon resolution of the board of directors, may at any time and from time to time issue and dispose of any of the authorized and unissued shares of stock of the corporation and may create optional rights to purchase or subscribe for shares of stock of the corporation. Such stock may be issued and disposed of for such kind and amount of consideration and to such persons, firms, and corporations, and such optional rights may be created, and warrants or other evidences of such rights issued, on such terms, at such prices, and in such manner, as may be determined by resolution adopted by the board of directors, subject to any provisions of law then applicable.
3. At the time of the issuance of any shares of stock without par value, the board of directors may authorize the acceptance by the corporation of any additional property to be taken and held by it as surplus, or may authorize the carrying by the corporation to surplus of any part of the consideration for which such shares are issued.

4. The corporation shall indemnify, to the fullest extent permitted by the Florida Business Corporation Act, any person, who has been made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or serves at the request of the corporation as a director or officer, or as a fiduciary of any employee benefit plan, or another corporation, partnership, joint venture, trust, or other enterprise.
5. The corporation shall have the right to purchase, directly or indirectly, its own shares, which shares so acquired shall constitute authorized but unissued shares.
6. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the board of directors, or by a sole remaining director. Any directorship to be filled by reason of an increase in the number of directors of the corporation may be filled by the affirmative vote of a majority of the number of directors fixed by the Bylaws prior to such increase. Any director so elected shall serve until the next annual meeting of the shareholders and until the director's successor has been elected and qualified. Any such directorship not so filled by the directors shall be filled by election at the next annual meeting of shareholders, or at a special meeting of shareholders called for that purpose.

#### **ARTICLE V** **Name and Addresses**

Section 1. Name and Address of Registered Agent. The address of the initial registered office of the Corporation is 29320 Zeller Ave., San Antonio Florida 33576, and the name of its initial registered agent at such address is Barbara Allen.

Section 2. Name and Address of Incorporator. The name of the incorporator is Barbara Allen and his address is 29320 Zeller Ave., San Antonio Florida 33576.

I, the undersigned incorporator, declare under penalties of perjury, that I have examined the foregoing, and to the best of my knowledge and belief, it is true, correct, and complete.

DATED: March 1, 1999

Barbara Allen

Barbara Allen, Incorporator

The person to contact about this filing is:

Barbara Allen

29320 Zeller Ave.

San Antonio, Florida

33576  
~~33576~~

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 19 PM 3:51