

P99000089207



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 404503 81350A

AUTHORIZATION :

Patricia Kizut

COST LIMIT : \$ 78.75

ORDER DATE : October 8, 1999

ORDER TIME : 11:03 AM

ORDER NO. : 404503-005

CUSTOMER NO: 81350A

700003010347--0

CUSTOMER: Julie Saieg, Esq
DALE BALD SHOWALTER & MERCIER,
DALE BALD SHOWALTER & MERCIER,
Suite 1100
200 West Forsyth Street
Jacksonville, FL 32202

DOMESTIC FILING

NAME: SMITH FAMILY ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

10/8/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -8 PM 2:31

RECEIVED
99 OCT -8 PM 1:38
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
SMITH FAMILY ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is Smith Family Enterprises, Inc.

Article II

Nature of Business

This corporation is organized for the purpose of operating a Larry's Giant Subs franchise, and for the purpose of transacting any and all lawful business.

Article III

Principal Office

The initial principal office and mailing address of the corporation is 100 East Forsyth Street, Jacksonville, Florida 32202.

Article IV

Capital Stock

A. Number; Par Value. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

B. 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

C. Restrictions on Transfer of Stock. Shares of capital stock of this corporation shall be issued initially to the following persons, in the amounts shown:

<u>NAME</u>	<u>SHARES</u>
John V. Smith	1,700
Nancy D. Smith	1,650
Paul V. Smith	1,650

Shares held by the stockholders listed above, as well as any other person acquiring the capital stock of this corporation after the filing of these Articles of Incorporation, may not be resold, assigned, pledged or otherwise transferred to any other person unless such shares are first offered to the other shareholders or all shareholders consent, in writing, to the pledge or assignment. Other restrictions on the sale, transfer, or encumbrance of the stock, including the price and terms at which, and the time within which, such shares may be offered and sold, may be further specified by bylaw provision or by written agreement among all of the shareholders of this corporation.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 100 East Forsyth Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Paul V. Smith, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping the registered office open for service of process.

Article VI

Directors

A. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

B. Initial Directors. The name and street address of the members of the first board of directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
John V. Smith	100 East Forsyth Street Jacksonville, Florida 32202

Nancy D. Smith

100 East Forsyth Street
Jacksonville, Florida 32202

Paul V. Smith

100 East Forsyth Street
Jacksonville, Florida 32202

C. Director Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VII

Bylaws

The bylaws of the corporation shall be adopted, altered, amended and repealed from time to time by the board of directors.

Article VIII

Incorporator

The name and address of the incorporator of this corporation is:

Paul V. Smith
100 East Forsyth Street
Jacksonville, Florida 32202

Article IX

Amendment

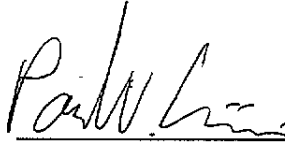
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

Article X

Indemnification

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 7 day of October, 1999.



PAUL V. SMITH

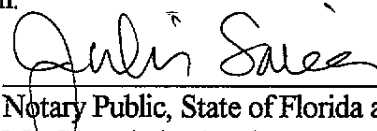
STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 7th day of October, 1999, by Paul V. Smith, ☐ who is personally known to me, or ☒ who produced Florida Drivers License as identification.

#530-698-68-089-0



Julie Saieg
My Commission CC577804
Expires Aug. 18, 2000



Notary Public, State of Florida at Large
My Commission Expires:

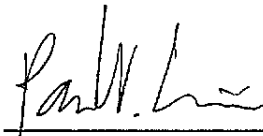
Julie Saieg

Typed or printed name of Notary

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

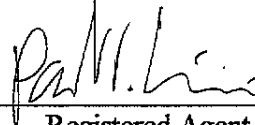
Smith Family Enterprises desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Jacksonville, State of Florida, has named Paul V. Smith located at 100 East Forsyth Street, Jacksonville, State of Florida, as its agent to accept service of process within Florida.



Incorporator

Date: 10/7/99

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.



Registered Agent

Date: 10/7/99

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