

P99009104671

Requester's Name

TC Hospitality  
Services, Inc.  
1840 NE Jensen Beach Blvd  
Jensen Beach FL 34957

Office Use Only

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

EFFECTIVE DATE

01-01-00

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #) 400003055394-1  
-11/29/99-0112-017  
\*\*\*\*122.50 \*\*\*\*\*78.75

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certified Copy  
☐ 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

EX-100-000000  
01-01-00

ARTICLES OF INCORPORATION

OF

TC Hospitality Services, Inc.

FILED

99 NOV 29 PM 3:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be TC Hospitality Services, Inc.

ARTICLE II: NATURE OF BUSINESS

The corporation may engage in business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Thousand (2,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Two Thousand (\$2,000.00) Dollars.

ARTICLE V: BEGINNING OF CORPORATE EXISTENCE AND TERM OF EXISTENCE

The date when corporate existence begins will be on January 1, 2000 for filing of these Articles, and this Corporation shall exist perpetually.

ARTICLE VI: ADDRESS

The initial street address of the principal office of this Corporation in the State of Florida is 1840 N.E. Jensen Beach, Jensen Beach, Florida 34957. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII: DIRECTORS

This Corporation shall have One (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1) or more than three (3).

## ARTICLE VIII: INITIAL DIRECTORS

The names and post offices and street addresses of the members of the First Board of Directors are:

Frank V. Rizzuti  
716 N. Fork Road  
Stuart, Florida 34994

Joseph R. Rizzuti  
1540 N.W. Lakeside Trail  
Stuart, Florida 34994

Anthony J. Taurisano  
3135 S.W. Mapp Road  
Palm City, Florida 34990

## ARTICLE IX: SUBSCRIBERS

The names and post offices and street addresses of each subscriber to these Articles of Incorporation are:

Frank V. Rizzuti  
716 N. Fork Road  
Stuart, Florida 34994

Joseph R. Rizzuti  
1540 N.W. Lakeside Trail  
Stuart, Florida 34994

Anthony J. Taurisano  
3135 S.W. Mapp Road  
Palm City, Florida 34990

## ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE XI: MISCELLANEOUS PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation:

- a. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation except as conferred by a Statute or authorized by the Board of Directors, or by a resolution of the stockholders.

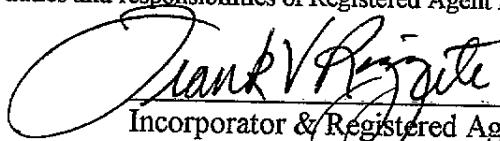
- b. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this Corporation.
- c. The Directors may prescribe a method or methods for replacement of lost certificates, and to prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
- d. The Corporation shall have the power to include in its By-Laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders. The manner and form, as well as all relevant terms, conditions and details thereof shall be determined by the stockholders of this Corporation; provided, however, that no such regulatory or restrictive provisions shall affect the rights of third parties, without actual knowledge thereof, unless such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.
- e. No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer or are Directors or Officers of such other Corporation, and any Director or Directors, individually or jointly may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or Corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company.

#### ARTICLE XII: DESIGNATION OF AGENT AND PLACE FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, this Corporation designates Frank V. Rizzuti as Registered Agent for services of process within the State of Florida.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Jensen Beach, Florida, this 23<sup>rd</sup> day of November, 1999.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent for TC Hospitality Service, Inc.

  
Incorporator & Registered Agent  
Frank V. Rizzuti  
1840 N. E Jensen Beach Blvd  
Jensen Beach, Florida 34957