



**THE UNITED STATES
CORPORATION
COMPANY**

B99000000334

ACCOUNT NO. : 072100000032

REFERENCE : 365953 7170708

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 148.75

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 SEP -7 PM 3:40

ORDER DATE : September 7, 1999

ORDER TIME : 12:12 PM

ORDER NO. : 365953-005

CUSTOMER NO: 7170708

CUSTOMER: Ms. Julie Skukalek
CARRABBA'S ITALIAN GRILL, INC.
CARRABBA'S ITALIAN GRILL, INC.
Suite 210
405 North Reo Street
Tampa, FL 33609

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WU

DOMESTIC FILING

NAME: RCF/GREEN HILLS, L.P.

500002979755--7

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD-STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

BK 9/7/99

RECEIVED
99 SEP -7 PM 1:35
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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. RCF/GREEN HILLS, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")

3. Tennessee 4. May 28, 1999
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32312
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

By: Deborah D. Skipper Deborah D. Skipper
(Agent must sign on this line) as its agent

8. 543 Midway Circle, Brentwood, TN 37027

(Address of registered office required in state of formation or, if not required, address of principal of office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

RCF Enterprises, LLC

543 Midway Circle, Brentwood, TN 37027

h9900000761

10. 543 Midway Circle, Brentwood, TN 37027
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. _____

543 Midway Circle, Brentwood, TN 37027

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 3RD day of SEPTEMBER, 19 99.

Robert C Frey
General Partner

STATE OF Tennessee

COUNTY OF Williamson

On this 3RD day of September, 19 99.

Robert C. Frey personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Wendell Duke
(Notary Public Signature)

Wendell R. Duke
(Notary's Printed Name)

Seal

My Commission Expires: 2-28-01

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Robert C. Frey
a general partner of RCF/Green Hills, L.P., a (an) Tennessee
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 0.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 3rd day of SEPTEMBER, 19 99

Robert C. Frey
General Partner

STATE OF Tennessee

COUNTY OF Williamson

On this 3rd day of September, 19 99

Robert Frey

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Wendy R. Duke
(Notary Public signature)

Wendy R. Duke
(Notary's Printed Name)

Seal

My Commission Expires: 2-28-01

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