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LAW OFFICES OF
MARC J. POSTELNEK

P.O. BOX 1844
BOCA RATON, FL 33429
PHONE: 305.962.7111 FAX: 561.395.2943
EMAIL: POSTELNEKS@YAHOO.COM

October 6, 2006

Registration Section
Division of Corporations
409 E. Gaines Strret
Tallahassee, FL 32399

RE: ARTICLES OF ORGANIZATION OF
BREWPUB ASSOCIATES, LLC.

Greetings:

I am enclosing Amended Articles of Organization for BREWPUB ASSOCIATES, LLC. along with my check payable to the Florida Department of State in the amount of \$55.00.

Please file these Amended Articles and return a certified copy to me as follows:

Marc Postelnek, Esq.
P.O. Box 1844
Boca Raton, FL 33429

Please contact me at 305.962.7111 if I can be of further assistance.

Sincerely,


Marc Postelnek

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AMENDED ARTICLES
OF
ORGANIZATION
OF
BREW PUB ASSOCIATES, LLC.

The undersigned initial member of BREWPUB ASSOCIATES, LLC., a Florida limited liability company previously formed on September 15, 2006, under the name of BREWPUP ASSOCIATES, LLC. There was a typographical error in the name and for that reason theses AMENDED ARTICLES are being filed.

ARTICLE I
COMPANY NAME

The name of this Company is: BREWPUB ASSOCIATES, LLC.

ARTICLE II
MAILING ADDRESS OF COMPANY

The initial mailing address of the Company is:

BREW PUB ASSOCIATES, LLC.
C/O Alexander Postelnek
P.O. Box 1844
Boca Raton, FL 33429

ARTICLE III
STREET ADDRESS OF COMPANY

The initial street address of the principal office of the Company is:

BREW PUB ASSOCIATES, LLC.
C/O Alexander Postelnek
700 South Ocean Blvd. Suite 301
Boca Raton, FL 33432

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ARTICLE IV

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The initial registered agent and the street address of the initial registered agent of this Company in the State of Florida shall be:

Marc Postelnek
700 South Ocean Blvd. Suite 301
Boca Raton, FL 33432

ARTICLE V

MANAGEMENT OF THE COMPANY

The Company shall be managed by the following individual:

Alexander Postelnek
P.O. Box 1844
Boca Raton, FL 33429

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ARTICLE VI

MEMBERS

The Company shall admit additional members in accordance with the Operating Agreement and Regulations of the Company.

ARTICLE VII

RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, pursuant to the Operating Agreement and Regulations of the Company.

ARTICLE VIII
DISSOLUTION OF COMPANY

Upon the death or bankruptcy of a member or upon the occurrence of any other event provided in the Operating Agreement and Regulations of the Company, the Company shall proceed in accordance with the terms of the Operating Agreement and Regulations of the Company. In the event that the Operating Agreement and Regulations of the Company do not address such issues, then the Company shall be dissolved unless the surviving members elect to continue the Company upon the vote of a majority in interest of the members of Company which vote is taken at a duly called meeting of the members or by written consent of said majority in interest of all members of the Company.

ARTICLE IX
RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as may be provided in the Company's Operating Agreement or Regulations then in effect.

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ARTICLE X
AMENDMENT TO ARTICLES OF ORGANIZATION

A majority in interest of the Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the majority in interest vote of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of the majority in interest of all the members of the Company.

ARTICLE XI

OPERATING AGREEMENT AND REGULATIONS OF THE COMPANY

The Members of the Company have entered or will be entering into a certain Operating Agreement of the Company and shall promulgate Regulations of the Company. The members of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement or Regulations upon the majority in interest vote of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of the majority in interest of all the members of the Company.

ARTICLE XII.

INDEMNIFICATION

To the extent permitted by law, the Company shall indemnify and hold harmless each person serving as a manager of the Company, and each person who serves at the request of the Company, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being manager of the Company, or by reason of any action alleged to have been taken or omitted by him/her as a manager. The Company shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

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ARTICLE XIII
CONFLICT OF INTEREST

No contract or other transaction between this Company and any other firm or Company, and no act of this Company shall in any way be affected or invalidated by the fact that any of the managers or members of the Company are pecuniarily or otherwise interested in, or are managers or members of such other firm or Company, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the members. The vote of any such manager or member may be counted in determining the existence of a quorum at any meeting of the Company which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a manager of such other Company or not so interested.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Amended Articles of Organization this 6 October, 2006.



MARC POSTELNEK, an initial member

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