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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: K C DONUTS LLC  
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Herbert Serpa  
Name of Person

K C Donuts LLC  
Firm/Company

22 Equestrian Rd  
Address

Salem, NH 03079  
City/State and Zip Code

HJSERPA@Comcast.net  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Herbert Serpa at (781) 526 5105  
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$25.00 Filing Fee    ☒ \$30.00 Filing Fee & Certificate of Status    ☐ \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

K C DONUTS LLC  
(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on JAN 27, 2012 and assigned Florida document number L12000014038

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

New Registered Office Address:

*Enter Florida street address*

\_\_\_\_\_, Florida

City

Zip Code

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

**If Changing Registered Agent, Signature of New Registered Agent**

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager

MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
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_____	_____	_____	<input type="checkbox"/> Add
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_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Amending ORIGINAL Articles of Organization  
To The ATTACHED ARTICLES of Organization

Dated March 28, 2012

Herbert Serna, member  
Signature of a member or authorized representative of a member

Herbert Serna  
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

## **KC DONUTS, LLC**

The undersigned certifies that we have associated ourselves for the purposes of becoming a limited liability company under the laws of the state of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and Authority for the conduct of business of the limited liability company.

### **ARTICLE I**

#### **NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **KC DONUTS, LLC**

And the address of its principal office is 6601 Memorial Ave, Tampa, Florida 33613 in the county of Hillsborough Ave., State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate.

### **ARTICLE II**

#### **PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

Notwithstanding anything to the contrary contained in the Articles of Organization and / or Operating Agreement, the purpose of the entity shall be limited to those activities set forth in Section 10.6 of the Dunkin Donuts Franchise Agreement, and in the event of any conflict between the provisions of the Articles of Organization and / or Operating Agreement, the amended Operating Agreement shall prevail.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to

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carry on any business, exercise any power, or do any act which a limited liability company may not. Under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the Operating Agreement of the limited liability company by a majority vote of the members of the limited liability company.

### **ARTICLE IV**

#### **MANAGEMENT**

This limited liability company is to be initially managed by three (3) Managers. The names and addresses of the persons who shall serve as managers until the first annual meeting of the members or until successors are elected and qualified are as follows:

Herbert Serpa – 6602 Sea fairer Dr., Tampa, FL 33615

Gregg Serpa – 6601 Sea fairer Dr., Tampa, FL 33615

Andre Serpa - 97 Appleton ST., Apt A, Boston, MA 02116

## **ARTICLE V**

### **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with a majority written consent of all the members, as well as pursuant to any and all applicable provisions of the Company's Operating Agreement and Company's Comprehensive Buy-Sell Agreement. Notwithstanding the previous sentence, in the event that the Articles of Organization and/or the Company's Operating Agreement are inconsistent with the transfer of Membership interest provisions of the Company's Comprehensive Buy-Sell Agreement, if in effect, the Comprehensive Buy-Sell Agreement shall control. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on majority consent of the remaining members.

## **ARTICLE VI**

### **PROFITS AND LOSSES**

- (a) Profit Sharing. The Members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Profits shall be allocated in accordance with the Company Capital Account balances.

Additionally, the distributive share of the profits shall be determined and paid to the members each year as determined by the members.

- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if, these sources are insufficient to cover such losses, by the members in the following shares:

Losses shall be allocated in accordance with the Company's Capital Account balances.

## **ARTICLE VII**

### **DURATION**

The date and time when the existence of the limited liability company shall commence on the date of filing of these Articles with the Florida Secretary of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

## **ARTICLE VIII**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial office of the limited liability company is 6601 Memorial Blvd. Suite # 109, Tampa, Florida 33613 in the county of Hillsborough, State of Florida, and the name of the company's initial registered agent at that address is Herbert Serpa

The undersigned, being an authorized representative, or member, of the limited liability company, certifies that this instrument constitutes the Articles of Organization of

**PARKLAND INVESTMENTS, LLC**

Executed by the undersigned on March 28, 2017

A handwritten signature in cursive script, reading "Herbert Serpa", is written over a horizontal line.

Herbert Serpa Manager/member



**EXHIBIT A**

**KC DONUTS, LLC**

**MANAGER/MEMBER UNIT INTERESTS**

	<b><u>UNITS</u></b>	<b><u>PERCENTAGE</u></b>
HERBERT J. SERPA - MANAGER/ MEMBER	35	35%
GREGG SERPA – MANAGER/MEMBER	40	40%
ANDRE SERPA- MANAGER/MEMBER	25	25%