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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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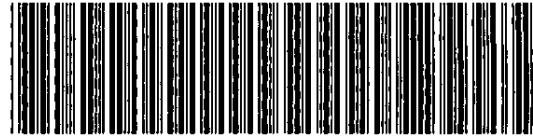
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2013 JUL 23 PM 4: 21

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[JUL 24 2013

D. BRUCE

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: CALI DONUTS, LLC**  
Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

**Herbert Serpa**  
Name of Person

Firm/Company

**22 Equestrian RD**  
Address

**SALEM, NH 03079**  
City/State and Zip Code

**herbertserpa@gmail.com**  
E-mail address: (to be used for future annual report notification)

2011 JUL 23 PM 4:21  
REGISTRATION SECTION  
TALLAHASSEE, FLORIDA

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:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 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 ORGANIZATION**

**OF**

**CALI 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 **CALI 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. The mailing address is P.O BOX 1799, OLDSMAR, and FLORIDA 34677

**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.

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CLERK OF COUNTY OF HILLSBOROUGH  
TAMPA, FLORIDA

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 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 ONE (1) Manager-Member. The names and addresses of the persons who shall serve as Member-Manager and Members until the first annual meeting of the members or until successors are elected and qualified are as follows:

Gregg Serpa – Member- Manager	6602 Seafairer Dr., Tampa, FL 33615
Herbert Serpa – Member –Manager	22 Equestrian RD, Salem, NH 03079
Alex Da Silva - Manager	1726 Lake Crest Ave, Brandon, FL 33510

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TALLAHASSEE FLORIDA

## **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

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TALLAHASSEE FLORIDA

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**

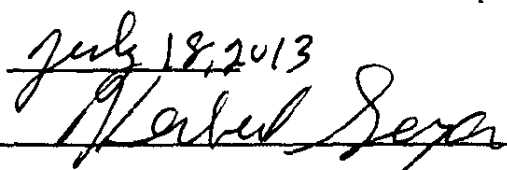
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

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. The mailing address is P.O. BOX 1799, Oldsmar, and Florida 34677. 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

**CALI DONUTS, LLC**

Executed by the undersigned on

July 18, 2013  


Herbert Serpa - Authorized Representative

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2013 JUL 21 4:21  
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TALLAHASSEE, FLORIDA

**EXHIBIT A**

**CALI DONUTS, LLC**

**MANAGER/MEMBER UNIT INTERESTS**

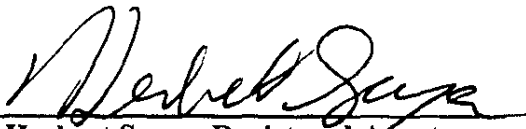
	<b><u>UNITS</u></b>	<b><u>PERCENTAGE</u></b>
GREGG SERPA – MEMBER-MANAGER	55	55%
HERBERT SERPA- MEMBER -MANAGER	35	35%
ALEX DA SILVA – MANAGER	10	10%

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TALLAHASSEE FLORIDA

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for CALI DONUTS, LLC at the place designated in this certificate, 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 status relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Florida Statutes.

  
Herbert Serpa, Registered Agent

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2023 JUL 23 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



**ARTICLES OF ORGANIZATION**

**OF**

**CALI DONUTS, LLC**

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TALLAHASSEE FLORIDA

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- |                                 |  |
|---------------------------------|--|
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**ARTICLE VIII**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

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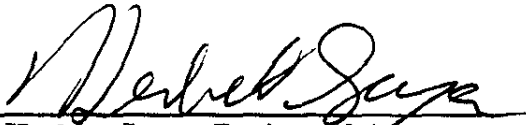
**MANAGER/MEMBER UNIT INTERESTS**

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	<b><u>UNITS</u></b>	<b><u>PERCENTAGE</u></b>
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Herbert Serpa, Registered Agent

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