

# L00000004024

## ATTORNEYS TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

FILED  
00 APR -7 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1- BOCA GRANDE BAKERY, L.L.C.

2-

3-

4-

CO-4024  
H-7

Name	
Availability	
Document	
Expiry	
Update	
Verify	
Acknowledgment	
W. P. Verifier	

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

### NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

### AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

000003200550--6  
-04/07/00--01083--020  
\*\*\*\*130.00 \*\*\*\*130.00

### OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

### REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

RECEIVED  
00 APR -7 PM 3:08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION  
OF  
BOCA GRANDE BAKERY, L.L.C.**

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The undersigned hereby certifies that they have formed a limited liability company under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the limited liability company shall be Boca Grande Bakery,  
L.L.C.

**ARTICLE II**

**Address and Place of Business**

The mailing address and principal place of business for the limited liability company is:

Boca Grande Bakery, L.L.C.  
1861 Placida Road, Suite 204  
Englewood, Florida 34223

### ARTICLE III

#### Period of Duration

The limited liability company shall begin existence on the day of filing with the Florida Secretary of State and shall continue for ten (10) years thereafter, or until dissolved in a manner provided by law or by regulations adopted by the Members (as defined in the Regulations of the limited liability company).

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### ARTICLE IV

#### Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

### ARTICLE V

#### General Powers

The limited liability company shall have the power to:

(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property (the "Property"), or an interest in real or personal property, wherever situated.

(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of the Property and its assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; and

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of the Property and its assets, franchises or income.

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(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

(h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a Member (as defined in the Regulations of the limited liability company) or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the limited liability company against expenses actually and reasonably incurred by him/her or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he/she or it is made a party.

(k) Cease its activities and surrender this Certificate of Organization.

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(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(m) Transact any lawful business which the Members or the Manager(s) (as hereinafter defined) find to be in aid of governmental policy.

(n) Pay pensions and establish pension plans, profit-sharing plans, (K) and other incentive plans for any or all of its Managers and employees.

(o) Be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(p) Have and exercise all other powers necessary or convenient to effect its purposes.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is 1861 Placida Road, Suite 204, Englewood, Florida 34223 and the initial registered agent at such address is C. Guy Batsel. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with

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Section 608.416, Florida Statutes, as amended. C. Guy Batsel is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes, as amended.

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## **ARTICLE IX**

### **Management**

The management of the limited liability company shall be vested in the Members. The Members shall have the powers granted to them in the regulations.

## **ARTICLE X**

### **Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of the majority of the remaining Members' interests. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts

authorized by the limited liability company and executed by such Member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

## **ARTICLE XI**

### **Restrictions on Membership**

No new members shall be admitted to the limited liability company without the prior consent of a majority of the existing Members' interests. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the regulations of the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by a majority of the members interests.

## **ARTICLE XII**

### **Regulations**

The members of the limited liability company shall adopt regulations which shall also act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of

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Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by a majority of the Members' interests of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

### **ARTICLE XIII**

#### **Acknowledgment**

The undersigned, being all the members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of Boca Grande Bakery, L.L.C. These Articles of Organization may be amended from time to time by the members in the manner now or hereafter prescribed by the laws of the State of Florida.

### **ARTICLE XIV**

#### **Voting**

Each Member's vote shall be weighted in proportion to the Member's initial capital accounts plus any additional capital contributed by the members at the request of the limited liability company.

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IN WITNESS WHEREOF, the undersigned Members have executed these  
Articles of Organization this 5<sup>th</sup> day of April, 2000.

Member:

C. Guy Batsel  
C. Guy Batsel

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STATE OF FLORIDA  
COUNTY OF CHARLOTTE

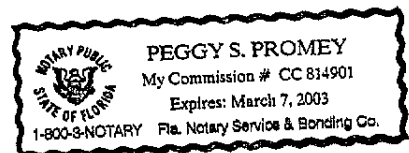
I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, C. GUY BATSEL (known to be the individual described) in and who executed the foregoing instrument or who has produced \_\_\_\_\_ as identification and who did take an oath and acknowledged before me that they executed the same for the purposes therein expressed and in the capacities so stated.

WITNESS my hand and official seal at Charlotte County,  
Florida, this 5<sup>th</sup> day of April, 2000.

Peggy S. Promey  
Notary Public

Print Name: PEGGY S. PROMEY

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS  
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Boca Grande L.L.C.
2. The name and address of the registered agent and office is:

C. Guy Batsel  
1861 Placida Road, Suite 204  
Englewood, Florida 34223

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 5<sup>th</sup> day of April, 2000.

  
\_\_\_\_\_  
C. Guy Batsel