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August 29, 2000

BY FEDERAL EXPRESS:
Division of Corporations
Secretary of State of Florida
409 E. Gaines St
Tallahassee FL 32399

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-08/30/00--01074--001
*****250.00 *****125.00

Ladies and Gentlemen:

Enclosed for filing are Articles of Organization for S&P, L.L.C. and S&P
WARRINGTON, L.L.C., along with our check in the amount of \$250.00.

Please acknowledge receipt of this filing in your usual manner.

Yours very truly,

William M. Moore

William M. Moore

FILED
00 SEP 28 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Availability	WMM/sjs
Document	
Examiner	DCC
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Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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7 pages

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 1, 2000

WILLIAM M. MOORE
P.O. BOX 458
MOBILE, AL 36601-0458

SUBJECT: S & P WARRINGTON, L.L.C.
Ref. Number: W00000021632

We have received your document for S & P WARRINGTON, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

You failed to include the registered agent's address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 100A00046814

**ARTICLES OF ORGANIZATION
OF
S&P WARRINGTON, L.L.C.**

Pursuant to the provisions of the Florida Limited Liability Company Act ("Act"), the undersigned hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company shall be S&P Warrington, L.L.C.

ARTICLE II

DURATION

The period of duration of the limited liability company shall be perpetual unless terminated by operation of law, the provisions hereof or agreement of majority of the members.

ARTICLE III

PURPOSES AND POWERS

The purposes for which the Limited Liability Company is organized are to engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Florida, including, but not limited to, ownership and operation of a restaurant, and the powers which it shall have are all of the powers available to a limited liability company organized in this state and, to the extent it is doing business in another state, all such additional powers as are available to a limited liability company doing business in such other state.

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TALLAHASSEE, FLORIDA

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ARTICLE IV

PRINCIPAL OFFICE ADDRESS

The physical and mailing address of the principal office of the Limited Liability Company is 120 Chief's Way, Pensacola, Florida 32507.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Limited Liability Company, and the name of the initial registered agent at such address shall be Patricia L. Lyons-Tillman, 120 Chief's Way, Pensacola, Florida 32507.

ARTICLE VI

INITIAL MEMBERS

The name and address of the initial Member of the Limited Liability Company:

Sharon L. Thomas
100 Tower Drive, Suite 301
Daphne, Alabama 36526

Additional Members may be added on the terms and conditions set out in the Operating Agreement of the Limited Liability Company or as otherwise agreed by all Members at the time of addition of members.

ARTICLE VII

MANAGEMENT

The Limited Liability Company is to be managed by its Members who may elect or install such officers as they deem appropriate for the daily operation of the company.

ARTICLE VIII
DISSOCIATION

Upon an event of dissociation or other event, as defined in the Act, that terminates the membership of a Member or Members in the Limited Liability Company, the remaining Members may continue the existence of the Limited Liability Company if (i) there are at least two remaining Members, or one remaining Member, and a new Member is admitted if a minimum of two Members is at the time required by the Act, and (ii) all of the remaining Members and any new Member consent in writing to the continuation of the existence within ninety days after the event of dissociation.

ARTICLE IX
INDEMNIFICATION

The Limited Liability Company shall indemnify any Member (including for the purposes of this Article any officer or employer of Member who was at the relevant time acting for such Member), or former Member against expenses actually and reasonably incurred in connection with the defense of an action, suit, or proceeding, civil or criminal, in which the Member is made a party by reason of having been a Member of the Limited Liability Company, except in relation to matters as to which the Member is determined in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Notwithstanding the foregoing, the Limited Liability Company may indemnify any Member or Employee, current or former, against any liability or expense by a resolution of the

Members.

IN WITNESS WHEREOF, the undersigned members have hereunto executed these Articles of Organization on this the 25TH day of AUGUST, 2000.

Stan L. Thomas

This Instrument Prepared by:

William M. Moore
P. O. Box 458
Mobile, AL 36601

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00 SEP 28 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO SERVE AS REGISTERED AGENT

Patricia L. Lyons-Tillman hereby consents to serve as the Registered Agent for S & P Warrington, LLC at 120 Chief's Way, Pensacola, Florida 32507.


PATRICIAL L. LYONS-TILLMAN

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TALLAHASSEE, FLORIDA