

L010000017669

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ALSO A MEMBER OF THE OKLAHOMA BAR

October 2, 2001

Division of Corporations
Attn: Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

00789-01122-00611-00671

W01-23298

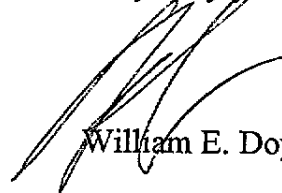
RE: Articles of Organization for Six Burritos, L.C. 700004624067--0
-10/04/01--01075--001
****125.00 ****125.00

Dear Sir/Madam:

Enclosed for filing with your office is the original plus one copy of the Articles of Organization for Six Burritos, L.C. Also enclosed is check number 2302 in the amount of \$125.00 to cover the cost of filing.

If you have any questions or if I may be of any assistance, please call.

Very truly yours,



William E. Doyle

WED/mdp
Enclosures

cc: Mr. Vince McGuire
Mr. David L. Boulter
Mr. Thomas W. Sprowell
Mr. David A. Vandervelde
Mr. B. Patrick Breen
Mr. Robert S. Cummings

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TALLAHASSEE, FLORIDA

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10-15-01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 8, 2001

WILLIAM E. DOYLE
2002 SOUTHSIDE BOULEVARD, SUITE 201
JACKSONVILLE, FL 32216

SUBJECT: SIX BURRITOS, L.C.
Ref. Number: W01000023298

We have received your document for SIX BURRITOS, 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.

The registered agent must sign accepting the designation.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 101A00056111

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**ARTICLES OF ORGANIZATION OF
SIX BURRITOS, L.C.**

The undersigned certify that we have associated ourselves together for the purpose 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 of Organization 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 is **SIX BURRITOS, L.C.**, and its principal office shall be located at 127 First Avenue North, Jacksonville Beach, Florida 32250, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be 127 First Avenue North, Jacksonville Beach, Florida 32250.

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:

1. To engage in any activity or business authorized under the Florida Statutes
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these

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Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers

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set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. 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 and 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 regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

The limited liability company shall be managed by its one (1) manager, Robert S. Cummings, 716 South Duff, Ames, Iowa 50010. Management of this limited liability company is reserved to its

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manager and members, whose names and addresses are as follows:

David A. Vandervelde
3920 Ogallala Road
Longmont, Colorado 80503

B. Patrick Breen
716 South Duff
Ames, Iowa 50010

Thomas W. Sprowell
127 First Avenue North
Jacksonville Beach, Florida 32250

Vince McGuire
127 First Avenue North
Jacksonville Beach, Florida 32250

David L. Boulter
8120 Atlantic Boulevard
Jacksonville, Florida 32211

ARTICLE V

MEMBER RESTRICTIONS

Members shall have the right to admit new members by unanimous 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 unanimous written consent of all members.

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

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limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 2,000.00 cash, and mortgage financing in the amount of \$ 700,000.00 shall be paid to or on behalf of the limited liability company. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII
PROFITS AND LOSSES

1. **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 a percentage of the distributive share of the profits as follows:

David A. Vandervelde	33.3333%
Robert S. Cummings	18.8933%
B. Patrick Breen	14.4400%
Thomas W. Sprowell	10.6666%
Vince McGuire	11.3340%
David L. Boulter	11.3340%

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2. **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 on the basis of each members' relative capital account.

3. **Profits on sale of property.** All net profits that occur in the sale of the real property and improvements located at 127 First Avenue North, Jacksonville Beach, Florida 32250, owned by the limited liability company shall be distributed after payment and satisfaction of all mortgages and encumbrances of record, first for repayment of member's cash contributions before the remaining proceeds are distributed, or, if the profits are insufficient to cover such repayment of cash contributions, the repayment will be made pro-rata on the basis of each member's cash contribution.

ARTICLE VIII

DURATION

The period of duration for the limited liability company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State, or as the case may be, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The address of the initial registered office of the limited liability company is 2002 Southside Boulevard, Suite 201, Jacksonville, County of Duval, Florida, and the name of the company's initial registered agent at that address is William E. Doyle.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **SIX BURRITOS, L.C.**

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Executed by the undersigned at Ames, Iowa, ~~Jacksonville~~
~~Florida~~ this 27 day of September, 2001.

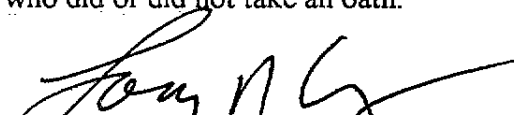
DAVID A. VANDERVELDE,
an individual


David A. Vandervelde


STATE OF IOWA
COUNTY OF STORY

The foregoing instrument was acknowledged before me this 27 day of Sept., 2001,
by David A. Vandervelde, an individual, and who is personally known to me or produced
DRIVER'S LICENSE as identification and who did or did not take an oath.



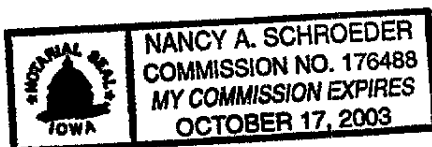

Notary Public, State of ~~Florida~~ Iowa
Print Name: LARRY R. CURTIS
My Commission expires:


ROBERT S. CUMMINGS,
an individual


Robert S. Cummings

STATE OF IOWA
COUNTY OF STORY

The foregoing instrument was acknowledged before me this 28 day of September, 2001,
by Robert S. Cummings, an individual, and who is personally known to me or produced
_____ as identification and who did or did not take an oath.




Notary Public, State of ~~Florida~~ Iowa
Print Name: _____
My Commission expires:

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

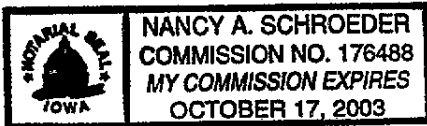
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B. PATRICK BREEN,
an individual

B. Patrick Breen
B. Patrick Breen

STATE OF IOWA
COUNTY OF STORY

The foregoing instrument was acknowledged before me this 28th day of Sept., 2001,
by B. Patrick Breen, an individual, and who is personally known to me or produced
as identification and who did or did not take an oath.



Nancy A. Schroeder
Notary Public, State of ~~Iowa~~ Florida
Print Name: _____
My Commission expires: _____

THOMAS W. SPROWELL,
an individual

Thomas W. Sprowell
Thomas W. Sprowell

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of October, 2001,
by Thomas W. Sprowell, an individual, and who is personally known to me or produced
as identification and who did or did not take an oath.



Jessica E. Sands
Notary Public, State of Florida
Print Name: Jessica E. Sands
My Commission expires: _____

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TALLAHASSEE, FLORIDA

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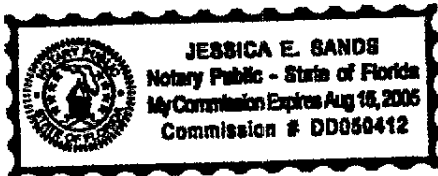
VINCE MCGUIRE,

an individual

Vince McGuire
Vince McGuire

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of October, 2001,
by Vince McGuire, an individual, and who is personally known to me or produced
_____ as identification and who did or did not take an oath.



[Signature]
Notary Public, State of Florida

Print Name: Jessica E. Sands

My Commission expires:

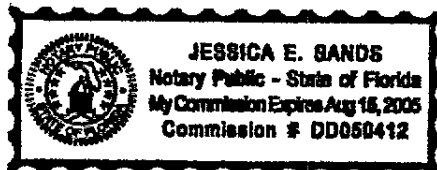
DAVID L. BOULIER,

an individual

David L. Boulie
David L. Boulie

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of October, 2001,
by David L. Boulie, an individual, and who is personally known to me or produced
_____ as identification and who did or did not take an oath.



[Signature]
Notary Public, State of Florida

Print Name: Jessica E. Sands

My Commission expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

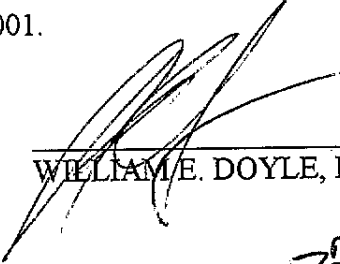
STATE OF FLORIDA
COUNTY OF DUVAL

Pursuant to the provisions of Florida Statute Section 608.415 (or 608.507), of the Florida Limited Liability Company Act, the undersigned Limited Liability Company submits the following statement in designating its registered agent and office, in the State of Florida:


1. The name of the limited liability company is SIX BURRITOS, L.C.
2. The name of the registered agent for SIX BURRITOS, L.C. is William E. Doyle, Esquire, and the address of the registered agent is 2002 Southside Blvd., Suite 201, Jacksonville, Florida 32216.
3. The principal office of the company is 127 First Avenue N., Jacksonville Beach, Florida 32250

Having been named as registered agent and to accept service of process for the above-named 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 2nd day of October, 2001.


WILLIAM E. DOYLE, ESQUIRE

The foregoing instrument was acknowledged before me this 2nd day of October, 2001, by William E. Doyle, Esquire, agent on behalf of SIX BURRITOS, L.C., a limited liability company. Mr. Doyle is personally known to me and who did or did not take an oath.


Notary Public, State of Florida
My commission expires:



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TALLAHASSEE, FLORIDA

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