

**L010000019762**

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H01000114639 7)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)205-0383

From:

Account Name : HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.  
Account Number : I20010000002  
Phone : (941)746-1167  
Fax Number : (941)746-9229

AL 1

**LIMITED LIABILITY COMPANY**

**CHMEW, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$160.00

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 NOV 15

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 NOV 15 AM 7:30

H010001146397

## ARTICLES OF ORGANIZATION

FOR

CHMEW, LLC

The undersigned, acting as the organizing Member of CHMEW, LLC, a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

### ARTICLE I

#### Name

The Name of the Company is CHMEW, LLC.

### ARTICLE II

#### Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue for a period of fifty (50) years from the commencement date unless sooner dissolved in accordance with Section 608.441 of the Act.

### ARTICLE III

#### Purpose

The Company is created to acquire, hold, manage, operate, improve, develop, lease, sell, dispose of, mortgage or otherwise encumber, and otherwise deal in the retail restaurant business, and all matters related or associated therewith, and further to engage in any other lawful activity.

### ARTICLE IV

#### Principal Office

The mailing address and the street address of the principal office of the Company shall be 1206 Manatee Avenue West, Bradenton, Florida 34205.

01 NOV 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V

H010001146397

Registered Agent and Office

The initial registered agent for the Company shall be G. Joseph Harrison, and the address of the registered agent for service of process shall be 1206 Manatee Avenue West, Bradenton, Manatee County, Florida 34205.

## ARTICLE VI

Management of Business

The Company is to be managed by a manager or managers. G. Joseph Harrison, 1206 Manatee Avenue West, Bradenton, Florida 34205, will serve as the initial manager of the Company until the first annual meeting of the Members or until its successor is elected and qualified. The managers of the Company will be elected annually by the Members. The Members may increase and decrease the number of managers from time to time; provided, however, there shall never be more than two (2) managers or less than one (1) manager. The managers shall be Members or Affiliates of Members.

## ARTICLE VII

Admission of Additional Members

Additional Members may be admitted only by the vote of the Members holding a majority of the Units, upon terms and conditions established by the Members from time to time in their sole discretion.

## ARTICLE VIII

Continuation of Business

The remaining Members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 NOV 01

H010001146397

occurrence of any other event which terminates the continued membership of a Member of the Company, all as more fully set forth in the Regulations.

## ARTICLE IX

Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

## ARTICLE X

Property

(a) Ownership. All property originally paid or transferred to the Company as contributions to capital by the Members, or subsequently acquired by purchase or otherwise on account of the Company, shall be the property of the Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

(c) Conveyances. Notwithstanding any provision of these Articles or any provision of any statutes, no manager may convey or encumber title to all real and personal property of the Company without the written consent of all Members. Upon obtaining such consent, the Managers are hereby authorized to convey or encumber title to all real and personal property of the Company by the execution on behalf of the Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments, and documents as are necessary, reasonable, or desirable to convey or encumber title to any real or personal property of the Company. Such execution shall be made by any manager duly authorized to act for the Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of the Company, and that the manager is signing on behalf of the Company.

01 NOV 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE XI

H010001146397

Amendments

These Articles may be amended or restated at any time by a vote of the Members holding a majority of the Units, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

## ARTICLE XII

Operating Agreement

Operating Agreement shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Operating Agreement may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Operating Agreement shall be set forth in the Operating Agreement.

## ARTICLE XIII

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by its managers, and no Member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such Member is also a manager.

IN WITNESS WHEREOF, the undersigned organizer and duly authorized representative of Chmcw, LLC, has executed these Articles of Organization this 14<sup>th</sup> day of November, 2001.

  
G. JOSEPH HARRISON

H010001146397

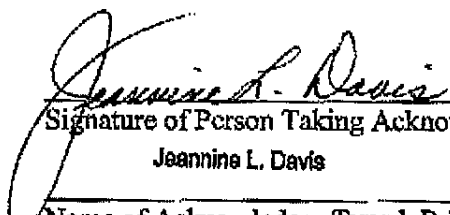
H010001146397

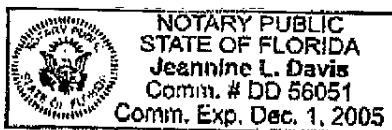
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of November, 2001 by  
G. JOSEPH HARRISON,

☒ who is personally known to me  
☐ who produced \_\_\_\_\_ as identification

and did not take an oath.

  
\_\_\_\_\_  
Signature of Person Taking Acknowledgment  
Jeannine L. Davis  
\_\_\_\_\_  
Name of Acknowledger Typed, Printed or Stamped  
My commission expires:



01 NOV 15

NOTARY PUBLIC  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

H010001146397

H010001146397

CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE OF REGISTERED AGENT  
FOR CHMEW, LLC

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

  
G. JOSEPH HARRISON

DATED: November 14, 2001

H:\j-davis\Corp\Chmew LLC\ARTICLES OF ORGANIZATION.doc

01 NOV 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H010001146397