

LO2000007062

CAPITAL CONNECTION, INC.
 417 E. Virginia Street, Suite 200 • Tallahassee, Florida 32301
 (850) 224-8870 • 1-800-341-8062 • Fax (850) 224-1222

Giordano's N.Y. Pizzeria, LLC

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- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

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 DIVISION OF CORPORATIONS
 02 MAR 26 AM 10:30
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 02 MAR 26 AM 9:22
 DIVISION OF CORPORATIONS

EFFECTIVE DATE
 3/25/02

up

Signature _____

Requested by: _____

Name SR Date 3/26/02 Time 9:03

Walk-In _____ Will Pick Up _____

ARTICLES OF ORGANIZATION
OF
GIORDANO'S N.Y. PIZZERIA, LLC
a Florida Limited Liability Company

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ARTICLE I
NAME

The name of this Limited Liability Company is GIORDANO'S N.Y. PIZZERIA, LLC (the "Company").

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is 9014 Seminole Blvd., Florida 33772.

ARTICLE IV
DURATION

The Company's existence shall commence on the 25th day of March, 2002 and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

EFFECTIVE DATE
3/25/02

**ARTICLE V
MANAGEMENT**

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

**ARTICLE VI
MEMBERS**

The name and address of the initial members are as follows:

Bonnie J. Swartley
9014 Seminole Blvd.
Seminole, Florida 33772

Harleigh M. Swartley
9014 Seminole Blvd.
Seminole, Florida 33772

Christopher A. Giordano
9014 Seminole Blvd.
Seminole, Florida 33772

Nicole K. Giordano
9014 Seminole Blvd.
Seminole, Florida 33772

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

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**ARTICLE VIII
CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION
AND MEMBER VOTING**

A. Initial Contributions. The total amount of cash or property to be initially contributed by each of the initial members of the of the Company is as follows:

<u>Name</u>	<u>Amount</u>	<u>Percentage</u>
Bonnie J. Swartley	\$400.00	40%
Harleigh M. Swartley	\$400.00	40%
Christopher A. Giordano	\$100.00	10%
Nicole K. Giordano	\$100.00	10%

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Regulations of the Company.

C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

**ARTICLE IX
ADOPTION OF REGULATIONS**

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

**ARTICLE X
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

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**ARTICLE XI
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 401 S. Lincoln Ave., Clearwater, Florida 33756. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as WILLIAM K. LOVELACE. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 25th day of March, 2001.

AUTHORIZED REPRESENTATIVE
FOR BONNIE J. SWARTLEY

William K. Lovelace
WILLIAM K. LOVELACE, ESQUIRE


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MAR 25 2002
AM 10:30

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 25th day of March, 2002, by WILLIAM K. LOVELACE, as Authorized Representative for BONNIE J. SWARTLEY, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

Donna Kelley Gray
Notary Public, State of Florida
My Commission Expires

 Donna Kelley Gray
My Commission CC731528
Expires April 20, 2002

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article XI of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

William K. Lovelace, Esquire
401 S. Lincoln Ave.
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

William K. Lovelace (SEAL)
WILLIAM K. LOVELACE, ESQUIRE

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02 MAR 26 AM 10:30