





FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

FILED  
03 JUN -9 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 28, 2003

FELIPE D. ROBAS  
7090 CALLE HERNANDO DESOTO  
NAVARRE, FL 32566

SUBJECT: RIB SHACK OF NAVARRE, LLC  
Ref. Number: W03000015053

We have received your document for RIB SHACK OF NAVARRE, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

In article I you have a principal place of business and mailing address listed, and in article VII you have listed a different principal place of business please correct your document to indicate one 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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 903A00033372

**ARTICLES OF ORGANIZATION OF RIB SHACK OF NAVARRE, LLC**

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The undersigned hereby 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 liabilities companies for profit. We further declare that the following articles shall be the charter and authority of the conduct of business of such limited liability company.

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**ARTICLE I**

**NAME**

The name of the limited liability company shall be **RIB SHACK OF NAVARRE, LLC**, and its principal place of business and for mailing shall be 7090 Calle Hernando De Soto, Navarre, Florida 32566, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**

**PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in the business of food handling and resale.
2. To engage in any other activity or business authorized under the Florida Statutes.

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ARTICLES III

**MEMBERS, MEMBERSHIP INTERESTS AND CAPITAL CONTRIBUTIONS**

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The members, membership interests and capital contributions shall be, as follows:

<b><u>Member</u></b>	<b><u>Membership Interest</u></b>	<b><u>Capital Contributions</u></b>
Felipe D. Robas	50%	\$7,500
Melody Santos	50%	\$7,500

Additional contributions may be made as required, as determined by a fifty-one percent (51%) vote of membership interests.

ARTICLE IV

**PROFITS AND LOSSES**

(a) **Sharing of Profits.** 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 the distributed share of the profits specified in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

(b) **Losses.** All losses that occur in the operation of the limited liability company business and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

**LIMITED LIABILITY COMPANY POWERS**

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All limited liability company powers shall be exercised by or under the authority of, 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 (and the regulations of the limited liability company) may be amended from time to time by a fifty-one percent (51%) vote of the membership interest of the limited liability company.

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**ARTICLE VI**

**DURATION**

This limited liability company shall exist until twenty (20) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided in the regulations adopted by the members.

**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS**

The principal office of the this limited liability company shall be located at 7090 Calle Hernando DeSoto, Navarre, FL 32566.

**ARTICLE VIII**

**MANAGEMENT**

A. This limited liability company shall be managed by the managing member; however, all of the following shall require a fifty-one percent (51%) vote from the members:

- a. assigning property to creditors or other assignees;
- b. confessing a judgement;
- c. submitting a claim to arbitration;

- d. executing and delivering any debt instruments;
- e. conveying real or personal property of RIB SHACK OF NAVARRE, LLC;
- f. pledging a member's membership interests to individuals or entities outside of RIB SHACK OF NAVARRE, LLC;
- g. disposing of the goodwill of the company.

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The name and address of the initial member, who shall serve as manager until the first annual meeting of members, or until his/her successor is elected and qualifies, is as follows:

Felipe D. Robas, 7090 Calle Hernando DeSoto, Navarre, FL 32566

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7090 Calle Hernando DeSoto,, City of Navarre, County of Santa Rosa, State of Florida, and the name of its initial registered agent at such address is Felipe D. Robas.

#### ARTICLE X

##### RESTRICTION ON MEMBERSHIP

Members shall have the right to admit new members by a fifty-one percent (51%) vote of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member interests in the limited liability company may not be sold or otherwise transferred except with a fifty-one percent (51%) vote of the then existing members.

Upon 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 limited liability company, the remaining members shall have the right to continue the business upon a fifty-one percent (51%) vote of the remaining members.


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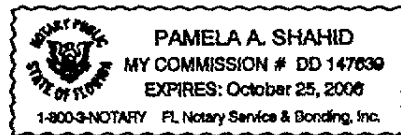
The undersigned being an original member of the limited liability company, hereby certifies that the foregoing constitute the Articles of Organization for RIB SHACK OF NAVARRE, LLC

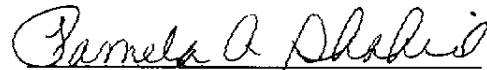
Executed by the undersigned on the 21<sup>st</sup> of May, 2003.

  
Felipe D. Robas

STATE OF: Florida  
COUNTY OF: Okaloosa

Before me, the undersigned authority, personally appeared Felipe D. Robas, who is personally known to me being first duly sworn, states that he executed the foregoing instrument voluntarily and for the purposes therein stated this 21<sup>st</sup> day of May, 2003.



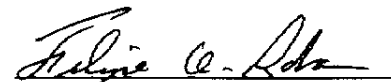
  
Notary Public

My Commission Expires  
10-25-03

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 21<sup>st</sup> day of May, 2003.

  
Felipe D. Robas