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LIMITED LIABILITY COMPANY

EARL OF SANDWICH (HOLDING), LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

EARL OF SANDWICH (HOLDING), LLC**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:Earl of Sandwich (Holding), LLC
7598 West Sand Lake Road
Orlando, Florida 32819**Mailing Address:**Earl of Sandwich (Holding), LLC
7598 West Sand Lake Road
Orlando, Florida 32819**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and Florida street address of the registered agent are:

Mark S. Helm, Esq.
7598 West Sand Lake Road
Orlando, Florida 32819

Having been named as registered agent and to accept service of process for the above stated 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 as provided for in Chapter 608, Florida Statutes.



Registered Agent's Signature

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ARTICLE IV - Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Rawhide Holdings, Inc.
7598 West Sand Lake Road
Orlando, Florida 32819

ARTICLE V - Purpose:

This limited liability company has been formed as a special purpose entity solely for the purpose of owning and licensing a trademark (U.S. Registration No. 2,172,779) and shall be prohibited from incurring indebtedness, obligations or other liabilities of any kind except for the issuing of a first priority security interest in and to said trademark to McGlynn Bakeries, LLC or its successors or assigns (the "Security Interest"). So long as the Security Interest remains outstanding, the limited liability company shall not (a) merge or consolidate with or into any other entity, or sell, lease or otherwise transfer all or substantially all of its assets to another entity; (b) dissolve or liquidate, in whole or in part; (c) modify or amend these Articles of Organization so as to alter the provision of this Section; (d) engage in any transaction between the Company and any of its affiliates that is not on an arm's-length, third-party basis; and (e) without the unanimous consent of the Manager and the Members: (i) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, (ii) file a petition seeking or consenting to reorganization or relief under any applicable Federal or state law relating to bankruptcy, (iii) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Company, or a substantial part of the Company's property, (iv) make any general assignment for the benefit of creditors, (v) admit in writing its inability to pay its debts generally as they become due, or (vi) take any limited liability company action in furtherance of any such action; provided, however, that any such actions, if taken, shall not limit the remedies of McGlynn's Bakeries, LLC related to the Security Interest. So long as the Security Interest remains outstanding, the limited liability company shall (a) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets; (b) hold regular limited liability company meetings, as appropriate, to conduct the business of the limited liability company, and observe all other limited liability company formalities; (c) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity; (d) prepare financial statements separate from that of any other person or entity; (e) allocate and charge fairly and reasonably any common employee or overhead costs shared with affiliates; (f) transact all business with affiliates on an arm's-length, third-party basis; (g) conduct business in its own name, and use separate stationery, invoices and checks; (h) not commingle its assets or funds with those of any other person or entity; (i) not hold out its credit as being available to satisfy the obligations of any other person or entity; (j) not make any loans or advances to any person or entity or buy or hold evidence of indebtedness issued by any person or entity (other than cash and investment-grade securities); (k) not assume,

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guarantee or pay the debts or obligations of any other person or entity; (l) pay all of its liabilities and expenses out of its own funds; (m) pay the salaries of its employees from its own funds and maintain a sufficient number of employees in light of its contemplated business operations; (n) not to pledge its assets for the benefit of any other person or entity; (o) correct any known misunderstanding regarding its identity as separate from that of any other person or entity; (p) maintain adequate capital in light of its contemplated business operations; and (q) not fail to defend, oppose, contest or object to the institution of bankruptcy or insolvency proceedings against itself.

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Thomas Avallone, authorized representative

Typed or printed name of signer

Filing Fees:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

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