

Division of Corporations

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Division of Corporations  
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**To:**

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**From:**

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.  
Account Number : 075410002172  
Phone : (239) 334-4121  
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**LIMITED LIABILITY COMPANY****SAM'S DINER, LLC**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
SAM'S DINER, LLC**

**ARTICLE I-NAME**

The name of the limited liability company shall be SAM'S DINER, LLC (the "Company").

**ARTICLE II- STREET ADDRESS**

The street address of the principal office of the Company is:

1800 Boy Scout Drive  
Fort Myers, Florida 33907

**ARTICLE III- MAILING ADDRESS**

The mailing address of the principal office of the Company is:

Post Office Box 70  
Fort Myers, Florida 33902-0070

**ARTICLE IV-EFFECTIVE DATE**

This limited liability company's existence shall commence upon the filing of these Articles and shall terminate on December 31, 2054.

**ARTICLE V-INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company is:

**Name**

**Address**

SAM M. GALLOWAY, JR.

1800 Boy Scout Drive  
Fort Myers, Florida 33907

**ARTICLE VI-PURPOSE**

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be

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organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

**ARTICLE VII-MANAGEMENT OF THE COMPANY**

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following is the name and address of the initial Manager who shall serve as the Manager of the Company until its successor is elected and qualified:

**Name**

**Address**

SAM GALLOWAY FORD, INC.

1800 Boy Scout Drive  
Fort Myers, Florida 33907

**ARTICLE VIII-OPERATING AGREEMENT**

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, the undersigned, being a Member of the Company, has executed these Articles of Organization, this 5th day of March, 2004.

  
\_\_\_\_\_  
SAM M. GALLOWAY, JR., Sole Member

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: SAM'S DINER, LLC.
2. The name and address of the registered agent and office is:

Sam M. Galloway, Jr.  
1800 Boy Scout Drive  
Fort Myers, Florida 33907

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.

  
SAM M. GALLOWAY, JR.  
Registered Agent

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