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STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
MARKET STREET BAGEL BAGEL, LLC**

The undersigned certify that we have associated ourselves together for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the information, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Market Street Bagel Bagel, LLC, and principal office shall be located at 1460 Market Street, Unit D, Tallahassee, Florida 32312, it shall have the power and authority to establish branch offices at any other place or places as members may designate. The mailing address of the limited liability company is 1460 Market Street, Unit D, Tallahassee, Florida 32312.

**ARTICLE II**

**PURPOSES AND POWERS**

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

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any part of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, manage, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state,

ernment, or governmental authority, or of any political or administrative subdivision, or  
partment, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or  
of the purposes, enumerated in these Articles and otherwise granted or permitted by law,  
ile acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform  
service under contract or otherwise for any corporation, joint stock company, association,  
tnership, firm, syndicate, individual, or other entity, and in this capability or under this  
angement develop, improve, stabilize, strengthen, or extend the property and commercial  
rest of the property and to aid, assist, or participate in any lawful enterprise in connection  
h or incidental to the agency, representation, or service, and to render any other service or  
istance it may lawfully do under the laws of the State of Florida, providing for the  
ormation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment  
ny of the purposes, or the attainment of any of the objects, or the furtherance of any of the  
vers set forth in these Articles, either alone or in association with others incidental or  
taining to, or going out of, or connected with its business or powers provided the same shall  
be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or  
inesses to be transaction shall be construed as both purposes and powers of this limited  
ility company, and statements contained in each clause shall, except as otherwise expressed,  
ll be in no way limited or restricted by reference to or inference from the terms of any other  
se. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or  
mitting, or purporting to authorize or permit the limited liability company to carry on any  
iness, exercise any power, or do any act which a limited liability company may not, under  
rida law, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers and the business and affairs of this limited liability  
pany shall be exercised under the authority of, and under the direction of, the members of  
limited liability company. This Article may be amended from time to time in the regulations  
he limited liability company by a unanimous vote of the members of the limited liability  
pany.

## **ARTICLE IV**

### **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, 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 on unanimous consent of the remaining members.

## **ARTICLE V**

### **CAPITAL CONTRIBUTIONS**

Capital contributions shall be paid to the limited liability company by each of the members, to correspond with the amount of their ownership interest. Additional contributions shall be made as required for investment purposes, as determined by the members pursuant to the Operating Agreement. Members will make contributions in prorata shares equal to their ownership interests.

## **ARTICLE VI**

### **PROFITS AND LOSSES**

(a) Profit Sharing. 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 an equal distributive share of the profits equal to their ownership interest as reflected on the books of the limited liability company. The distributive share of the profits shall be determined and paid to members as agreed to by the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in shares equal to their ownership interests as reflected on the books of the limited liability company.

## **ARTICLE VII**

### **DURATION**

This limited liability company shall be perpetual, or until dissolved in a manner provided law, or as provided in the operating agreement adopted by the members.

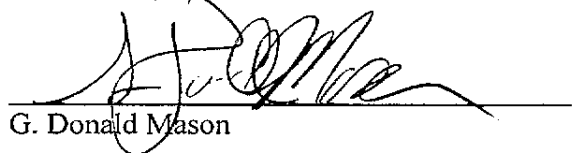
## **ARTICLE VIII**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1300 Thomaswood Drive, City of Tallahassee, County of Leon, State of Florida, and the name of the company's initial registered agent at that address is Michael P. Bist.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Market Street Bagel, LLC.

Executed by the undersigned at Tallahassee, Leon County, Florida on March 22, 2004.

  
G. Donald Mason

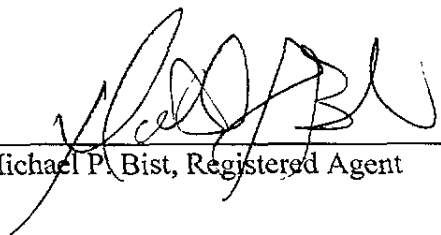
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OF THE FLORIDA LIMITED LIABILITY COMPANY ACT, THE LIMITED LIABILITY COMPANY IDENTIFIED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Market Street Bagel Bagel, LLC.
2. The name and the Florida street address of the registered agent for Market Street Bagel Bagel, LLC are: Michael P. Bist, 1300 Thomaswood Drive, Tallahassee, Florida 32312.

*Having been named as registered agent and to accept service of process for the above named 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 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.*

DATED: March 22, 2004

  
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Michael P. Bist, Registered Agent