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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 562326 7332607

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 125.00

FILED
04 APR 13 AM 9:57
TALLAHASSEE, FLORIDA

ORDER DATE : April 12, 2004

ORDER TIME : 4:13 PM

ORDER NO. : 562326-005

CUSTOMER NO: 7332607

CUSTOMER: Dale Price, Esq
Price & Price, Chartered

2400 Manatee Avenue West

Bradenton, FL 34205

DOMESTIC FILING

NAME: F & L INVESTMENTS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
F & L INVESTMENTS, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

ARTICLE I
Name

The name of this Company shall be **F & L INVESTMENTS, LLC**

ARTICLE II
Commencement Date and Duration

This Company shall commence upon properly filing these Articles of Organization, subsequent to subscription and acknowledgment in accordance with the provisions of Section 608.409(2) of the Act, and shall continue until dissolved by its members or managers in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members;
2. Unanimous written consent of all of the members; and
3. Unanimous written consent of all of the managers.

ARTICLE III
Purposes

This Company is created and formed for the primary purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including without limitation, the ownership and operation of an ice cream parlor and delicatessen, and retail sale of products related thereto, and all such other activities incidental or useful to the foregoing.

ARTICLE IV
Place of Business

The principal place of business of this Company shall be 336 8th Avenue West, Palmetto, Florida 34221, and such other place or places as may be designated by the managers from time to time.

ARTICLE V
Registered Agent and Office

The initial Registered Agent for this Company shall be FRANK J. CAPPELLO, and the address of the Registered Agent for service of process shall be 336 8th Avenue West, Palmetto, Florida 34221.

ARTICLE VI
Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement and Regulations.

ARTICLE VII
Continuation of Business

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or

dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VIII **Management of Business**

The management of this Company shall be vested entirely in its managers. The name and address of its sole manager who shall serve until his successor is duly elected and qualified as follows:

<u>Name</u>	<u>Address</u>
FRANK J. CAPPELLO	336 8th Avenue West Palmetto, Florida 34221

The manager(s) shall be elected by the members of this Company at its annual meeting each year by majority vote relative to their capital interest in this Company as set forth in the Operating Agreement and Regulations.

ARTICLE IX **Powers**

This Company shall have all of the powers and authorities set forth in Section 608 .404 of the Act.

ARTICLE X **Property**

a. Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

b. Title. The title to, all property of the Company shall be held in the name of this Company.

c. Conveyances. The manager(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates,

instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the managers if there is more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

F & L INVESTMENTS, LLC


By: FRANK J. CAPELLO, Managing
Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XI **Amendments**

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time either by (a) vote by a majority in interest of its members, or (b) vote of a majority of its managers; and such amendments shall be filed with the Florida Department of State in accordance with the provision of Section 608.411 of the Act.

ARTICLE XII **Regulations**

The manager(s) are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

ARTICLE XIII **Contracting Debts**

No debt shall be contracted nor liability incurred by or on behalf of this Company except by its managers and no member is authorized or empowered to

contract debts or incur liabilities on behalf of this Company unless such member is also a manager.

IN WITNESS WHEREOF, the undersigned organizers of **F & L INVESTMENTS, LLC**, have executed these Articles of Organization this 12 day of april, 2004.


FRANK J. CAPPELLO, Managing
Member.

STATE OF FLORIDA

COUNTY OF MANATEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments personally appeared FRANK J. CAPPELLO, personally known to me to be the person described in, and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, the day and year above written.


Notary Public -

My Commission Expires:



Dale L. Price
My Commission DD249313
Expires December 01, 2007

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.


FRANK J. CAPPELLO

Dated: April 12 2004