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Division of Corporations

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**LIMITED LIABILITY COMPANY**

**CACTUS CAFE & GRILL, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
CACTUS CAFE AND GRILL, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, 2002, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

**ARTICLE I - NAME**

The name of this Limited Liability Company is CACTUS CAFE AND GRILL, LLC.

**ARTICLE II - DURATION**

The Company shall exist perpetually.

**ARTICLE III - MAILING ADDRESS AND STREET ADDRESS**

The mailing address and the street address of the principal office of the Company is 190 Treasure Road, Port St. Joe, Florida 32456.

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent of the Company is Scott B. Barloga, 220 McKenzie Avenue, Panama City, Florida 32402.

**ARTICLE V - CONTINUATION OF BUSINESS**

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which would otherwise terminate the continued membership of a Member in the Company, the remaining Members of the Company may continue

**THIS INSTRUMENT PREPARED BY:**

Scott B. Barloga, Esq.  
Fla. Bar No. 48143  
Barron, Redding, Hughes, Fite,  
Fensom, Sanborn & Kiehn, P.A.  
220 McKenzie Avenue  
P.O. Box 2467  
Panama City, FL 32402  
(850) 785-7454

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the business of the Company.

#### ARTICLE VI - MANAGEMENT

The Company shall be manager managed. The name and address of the initial Manager of the Company is as follows:

Loring B. Walton, III  
190 Treasure Road  
Port St. Joe, FL 32456

#### ARTICLE VII- LIMITATION ON AUTHORITY

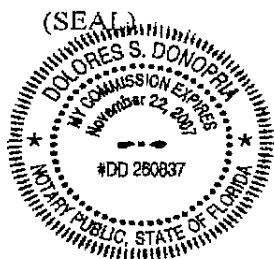
Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member shall be an agent of the Company solely by virtue of being a member.


IN WITNESS WHEREOF, the undersigned, as the authorized representative of the members, has executed these Articles of Organization on this 29th day of April, 2004.

  
\_\_\_\_\_  
Scott B. Barloga

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 29th day of April, 2004, by Scott B. Barloga, who: (notary **must** check applicable box) ☒ is personally known to me or ☐ produced a current Florida driver's license as identification.



  
\_\_\_\_\_  
(Print Name)  
Notary Public  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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**STATEMENT OF ACCEPTANCE AND DESIGNATION  
OF REGISTERED AGENT OF  
CACTUS CAFE AND GRILL, LLC**

Pursuant to the provisions of Section 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement and designated its registered office and registered agent in the State of Florida:

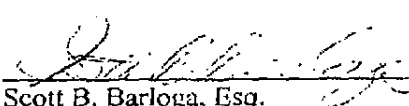
The name of the limited liability company is CACTUS CAFE AND GRILL, LLC.

The name of the registered agent for CACTUS CAFE AND GRILL, LLC is Scott B. Barloga, Esq., and the street address of the agent is 220 McKenzie Avenue, Panama City, Florida 32401.

This Statement is to acknowledge that, as indicated below, the CACTUS CAFE AND GRILL, LLC, has appointed me, Scott B. Barloga, Esq., as its registered agent to accept service of process for the company at the place designated above in the Certificate. I accept this 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.

Dated this 29<sup>th</sup> day of April, 2004.

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

  
\_\_\_\_\_  
Scott B. Barloga, Esq.  
Registered Agent

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