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# CAPITAL CONNECTION, INC.

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LBV Management, L.L.C.

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## **ARTICLES OF ORGANIZATION OF LBV MANAGEMENT, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, 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 LBV Management, L.L.C., and its principal office and mailing address shall be located at 1725 University Drive, Suite 450, Coral Springs, Florida 33071 County of Broward, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

### **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 the 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 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, utilize, 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, government, or governmental authority, or of any political or administrative subdivision, or department, 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 any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not 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 businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit

the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the initial members of this limited liability company except as otherwise herein stated. This Article may be amended from time to time by the initial members of the limited liability company by a unanimous vote of the initial members of the limited liability company.

### **ARTICLE IV**

#### **MANAGEMENT**

Management of this limited liability company is reserved to its initial members, whose names and addresses are as follows:

Robert Sutton 6462 Central Avenue, St. Petersburg, Florida 33707

Samuel Sutton 405 North Ocean Blvd., #1507, Pampono Beach,  
Florida 33062

Only the initial members are entitled to vote on any matter affecting the management of the limited liability company unless the operating agreement provides otherwise.

### **ARTICLE V**

#### **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 the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or 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 VI**

##### **CAPITAL CONTRIBUTIONS**

Capital contributions in the initial amount of \$500.00 cash shall be paid to the limited liability company by each member. Following the initial contribution, Members will make contributions in equal amounts as determined by a majority of the members from time to time.

#### **ARTICLE VII**

##### **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 according to the following:

Robert Sutton ..... one/half

Samuel Sutton ..... one/half

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being May 7, 2004.

(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 according the percentages above stated.

#### ARTICLE VIII

##### COMMENCEMENT AND DURATION

The commencement date for the limited liability company shall be as of May 7, 2004. This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is: 3862 Central Avenue, St. Petersburg, Florida 33711 and the name of the company's initial registered agent at that address is John L. Maloney.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Steakhouse Holding, L.L.C.

Executed by the undersigned at 6462 Central Avenue, St. Petersburg, Florida 33711 on May 6, 2004.

  
\_\_\_\_\_  
Robert Sutton, Member

State of Florida  
County of Pinellas

The name of the limited liability company is LBV MANAGEMENT, L.L.C. The name of the registered agent for LBV MANAGEMENT, L.L.C. is John L. Maloney and the street address of the company's principal office where the agent is located is 3862 Central Avenue, St. Petersburg, Florida 33711.

Dated May 6, 2004.

John L. Maloney  
John L. Maloney

[illegible]

*Catherine A. Jermont*  
 NOTARY PUBLIC CATHERINE ANNE JERMONT  
 My commission expires May 20, 2005  
 Serial Number #DD027296