

L040000052556

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500038875565

FILED  
04 JUL 15 PM 5:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
04 JUL 15 PM 2:54  
DEPT. OF REVENUE  
TALLAHASSEE, FLORIDA

*BK*

**CSC.**

CORPORATION SERVICE COMPANY

**FILED**  
04 JUL 15 PM 5:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 806045 7142564

AUTHORIZATION

*Patricia Pigute*  
COST LIMIT : \$ 125.00

ORDER DATE : July 15, 2004

ORDER TIME : 12:41 PM

ORDER NO. : 806045-005

CUSTOMER NO: 7142564

CUSTOMER: Mr. James Pressley  
Gibson & Kohl-helbig, P.l.

400 Burns Court

Sarasota, FL 34236

DOMESTIC FILING

NAME: O'MALLEY'S FAMOUS ROAST BEEF,  
L.L.C.

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: \_\_\_\_\_

## ARTICLES OF ORGANIZATION OF

O'MALLEY'S FAMOUS ROAST BEEF, L.L.C.

The undersigned certify that we have associated ourselves together for the purposes 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 O'MALLEY'S FAMOUS ROAST BEEF, L.L.C., and its mailing address and street address shall be located at 4141 South Tamiami Trail, Suite 21, Sarasota, FL 34231, in the County of Sarasota, State of Florida, 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 lawful business or activity.
2. 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.
3. 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.

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,

FILED  
JUL 15 PM 5:11  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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 members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

This limited liability company is to be managed by two (2) managers. The names and addresses of the persons who shall serve as managers until the first annual meeting of members or until a successor is elected and qualified are as follows:

John P. Duffy                      P.O. Box 292, West Boxford, MA 01885

Walter P. Cogan                    4857 Three Oaks Blvd., Sarasota, FL 34233

### 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 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. The member of members continuing the business shall compensate the departing member pursuant to the regulations of this limited liability company contained in the separate agreement.

ARTICLE VIDURATION

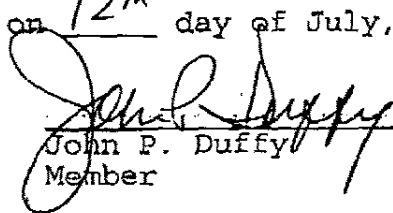
The date and time when the existence of the limited liability company shall commence shall be July \_\_\_\_, 2004, at 12:01 a.m. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIIINITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is GIBSON & KOHL-HELBIG, P.L., 400 Burns Court, Sarasota, Florida 34236, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Attn: James D. Gibson, Esquire.

The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of O'MALLEY'S FAMOUS ROAST BEEF, L.L.C.

Executed by the undersigned on 12<sup>th</sup> day of July, 2004.

  
John P. Duffy  
Member

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 2004 by John P. Duffy, as managing member, on behalf of O'MALLEY'S FAMOUS ROAST BEEF, L.L.C., a limited liability company, who is (Notary choose one) [X] personally known to me, or [ ] who has produced \_\_\_\_\_ as identification.

  
Signature of Notary Public

DAVID L. SOTER  
Printed name of Notary Public

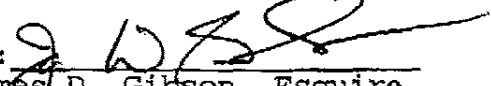
My Commission expires:

Sept 3 2004

ACCEPTANCE OF REGISTERED AGENT

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 related statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

GIBSON &amp; KOHL-HELBIG, P.L.

By:   
James D. Gibson, Esquire  
400 Burns Court  
Sarasota, FL 34236  
941-362-8880  
Fax: 941-362-8881

JDG\sj\F:\CLIENT FINAL\04-1322\Articles of LLC.wpd