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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 811720 7230622

AUTHORIZATION :

*Patricia Pizante*

COST LIMIT : \$ 125.00

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TALLAHASSEE, FLORIDA

ORDER DATE : July 20, 2004

ORDER TIME : 10:45 AM

ORDER NO. : 811720-005

CUSTOMER NO: 7230622

CUSTOMER: John E. Fitzgerald Jr.  
McPhillips, Fitzgerald &  
Cullum L.l.p.  
9165 Park Drive

Miami Shores, FL 33138

DOMESTIC FILING

NAME: GUYS & DOLLS, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION OF GUYS & DOLLS, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I — Name:**

The name of the limited liability company (hereinafter referred to as the "Company") is **GUYS & DOLLS, LLC**

**ARTICLE II — Nature of Business and Mailing Address:**

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and street address of the principal office of the Company is 20573 NE 6<sup>th</sup> Court, North Miami Beach, FL 33179.

**ARTICLE III — Duration:**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE IV — Management:**

(a) Managed by Board of Managers. This Company shall be managed by a Board of Managers (hereinafter referred to as the "Managers") who shall be appointed by the Members as provided for in the Regulations and Operating Agreement. The number of Managers shall initially be two (2) in accordance with the Company's Regulations and Operating Agreement. The Managers shall serve until the first annual meeting of the Members or until their successors are elected and qualify.

(b) Initial Managers. The names and addresses of the initial Managers of the Company are:

<u>Names</u>	<u>Street Address</u>
Danny R. Thomas	20604 NE 7 <sup>th</sup> Court, North Miami Beach, FL 33179
Juan C. Rubi	20573 NE 6 <sup>th</sup> Court, North Miami Beach, FL 33179

(c) Except as otherwise provided in the Regulations and Operating Agreement, the Managers shall have full authority to conduct the business of the Company, including but not limited to, the authority to elect or appoint officers for the Company.

**ARTICLE V — Admission of Additional Members:**

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

**ARTICLE VI — Members' Rights to Continue Business:**

The remaining Members of the Company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

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**ARTICLE VII — Limitation on Agency Authority of Members**

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

**ARTICLE VIII — Initial Registered Office and Agent**

The street address of the initial registered office of this Company is 9185 Park Drive, Miami Shores, FL 33138, and the name of the initial registered agent of this Company at that address is Steven J. Johnson.


**ARTICLE IX — Membership Certificates**

Each Member's interest in the Company shall be evidenced by a membership certificate. The amount of capital which the initial Members have contributed as the initial capital contribution is One Thousand (\$1,000.00) Dollars. Additional capital contributions may be received and additional membership interests issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

**ARTICLE X — Amendment**


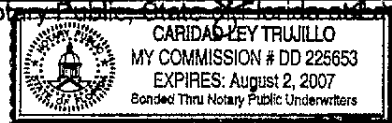
This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial Members has executed these Articles of Organization and acknowledged them to be my act this 29<sup>th</sup> day of June, 2004.

  
\_\_\_\_\_  
Danny R. Thomas, Authorized Representative

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument as acknowledged before me this 29<sup>th</sup> day of June, 2004, by DANNY R. THOMAS, who is personally known to me and who did not take an oath

  
\_\_\_\_\_  
Notary Public, State of Florida  


My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 29, 2004

  
\_\_\_\_\_  
Steven J. Johnson