

L040000 93289

(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



900043397859

12/27/17 11:02 AM

12/27/17 11:02 AM

TAYLOR & VAN MATRE, P. A.

ATTORNEYS AT LAW

4300 BAYOU BOULEVARD

MADISON PARK TOWN OFFICES

SUITE 16

PENSACOLA, FLORIDA 32503

JAMES C. TAYLOR
THOMAS G. VAN MATRE, JR.

POST OFFICE BOX 9396
PENSACOLA, FLORIDA 32513-9396
(850) 474-1030
FAX (850) 479-4480
tvm@tvm-law.com

December 15, 2004

Corporate Records Bureau
Division of Corporations
Department Of State
Post Office Box 6327
Tallahassee, FL 32301

RE: Papa George Foods, LLC
Our File: CTB-801

Dear Ladies:

Enclosed are the original and one duplicate copy of the Articles of Organization for the referenced **limited liability company**. Please file the original in your office and return the duplicate copy to the undersigned, duly certified.

I have also enclosed our check in the amount of \$155.00 to cover the filing fee, designation of registered agent fee, and certified copy fee for the limited liability company.

Thank you for your assistance in this matter, and if you should have any questions, notify me accordingly.

Yours truly,



ELIZABETH F. MILLER, CLA
Certified Legal Assistant

Enclosures

cc: Papa George Foods, LLC

6/15/17 5:11:32

ARTICLES OF ORGANIZATION

OF PAPA GEORGE FOODS, LLC

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 PAPA GEORGE FOODS, LLC, and the mailing address and street address of the principal office shall be 2433 Tronjo Place, Pensacola, Florida 32503, 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 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 law 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 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

Management of this limited liability company is reserved to its members (who may be referred to herein or in the Regulations or other documents regarding this limited liability company as "manager" or "managers") whose names and addresses are as follows:

NAMES
Frank C. Massengill

ADDRESSES
2433 Tronjo Place
Pensacola, FL 32503

Elizabeth E. Massengill

2433 Tronjo Place
Pensacola, FL 32503

Lance Gill

2433 Tronjo Place
Pensacola, FL 32503

Any documents required to carry on or carry out the business of the limited liability company, as more specifically set forth in the Regulations of PAPA GEORGE FOODS, LLC, including but not limited to executing deeds, bills of sale, promissory notes, and mortgages must be signed by at least two of the above-named members (managers).

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 all remaining members.

ARTICLE VI 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. Each member shall be entitled to the distributive share of the profits specified as follows:

<u>NAMES</u>	<u>PERCENTAGES OF PROFITS</u>
Frank C. Massengill	25%
Elizabeth E. Massengill	25%
Lance Gill	50%

The distributive share of the profits shall be determined and paid to the members on dates unanimously agreed to by all members.

(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 in the following percentages of such losses:

<u>NAMES</u>	<u>PERCENTAGES OF LOSSES</u>
Frank C. Massengill	25%
Elizabeth E. Massengill	25%
Lance Gill	50%

ARTICLE VII DURATION

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 VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 2433 Tronjo Place, Pensacola, Florida 32503, City of Pensacola, County of Escambia, State of Florida, and the name of the company's initial registered agent at that address is LANCE GILL.

The undersigned, one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of PAPA GEORGE FOODS, LLC.

Executed by the undersigned at Pensacola, Escambia County, Florida, on the 13 day of DECEMBER, 2004.

Frank C. Massengill
FRANK C. MASSENGILL

Elizabeth E. Massengill
ELIZABETH E. MASSENGILL

Lance Gill
LANCE GILL

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 13 day of DECEMBER, 2004 by FRANK C. MASSENGILL, member, on behalf of PAPA GEORGE FOODS, LLC, who is personally known to me or who has produced FL. DRIVERS LIC. as identification.

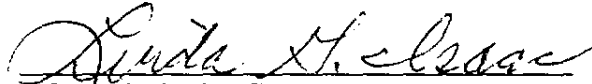


Linda G. Isaac
NOTARY PUBLIC

DEC 17 PM 1:22

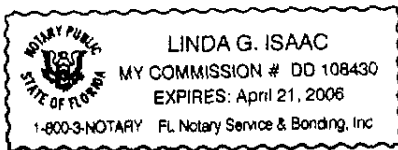
STATE OF FLORIDA
COUNTY OF ESCAMBIA


The foregoing instrument was acknowledged before me this 13 day of DECEMBER, 2004, by ELIZABETH E. MASSENGILL, member, on behalf of PAPA GEORGE FOODS, LLC, who is personally known to me or who has produced FL. DRIVER'S LIC. as identification.


NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 13 day of DECEMBER, 2004, by LANCE GILL, member, on behalf of PAPA GEORGE FOODS, LLC, who is personally known to me or who has produced FL. DRIVER'S LIC. as identification.




NOTARY PUBLIC

06 DEC 17 PM 1:32
NOTARY PUBLIC

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
) ss
COUNTY OF ESCAMBIA)

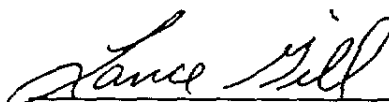
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is PAPA GEORGE FOODS, LLC.

The name of the registered agent for PAPA GEORGE FOODS, LLC, is LANCE GILL and the street address of the company's principal office where the agent is located is 2433 Tronjo Place, Pensacola, Florida 32503.

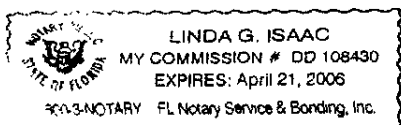
This statement is to acknowledge that, as indicated above, PAPA GEORGE FOODS, LLC, has appointed me, LANCE GILL, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this 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 13 day of DECEMBER, 2004.



LANCE GILL, Registered
Agent

The foregoing instrument was acknowledged before me this 13 day of DECEMBER, 2004, by LANCE GILL, agent on behalf of PAPA GEORGE FOODS, LLC. He is personally known to me.




NOTARY PUBLIC

04 DEC 2004 PM 1:32