

**LOS 0000021172**

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
BONEFISH GRILL GULF COAST OF LOUISIANA, LLC**

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
BONEFISH GRILL GULF COAST OF LOUISIANA, LLC**

BONEFISH GRILL GULF COAST OF LOUISIANA, LLC, a Florida limited liability company (the "Company"), does hereby certify as follows:

1. The original Articles of Organization of the Company were filed with the Florida Department of State on October 5, 2012 (Florida Division of Corporations document number L05000021172).
2. Under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, and pursuant to Section 608.411, *Florida Statutes*, the Company's Articles of Incorporation are hereby amended and restated in their entirety as follows:

\*\*\*\*\*

The undersigned, acting as the Managing Member of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Amended and Restated Articles of Organization:

**ARTICLE I**

**Name and Address**

The name of the limited liability company is BONEFISH GULF COAST OF LOUISIANA, LLC (the "Company"), and its principal office and mailing address is 2202 North West Shore Boulevard, 5<sup>th</sup> Floor, Tampa, Florida 33607.

**ARTICLE II**

**Effective Date**

The Company commenced its existence as of March 2, 2005, the effective date set forth in the Company's original Articles of Organization.

**ARTICLE III**

**Purpose of Organization**

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

**ARTICLE IV**

**Registered Office and Agent**

The street address of the registered office of the Company shall be 2202 North West Shore Boulevard, 5<sup>th</sup> Floor, Tampa, Florida 33607, and the registered agent of the Company at such address is Kelly B. Lefferts.

**ARTICLE V**

**Operating Agreement**

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

**ARTICLE VI**

**Management of the Company**

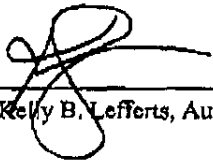
The Company's shall be managed by its sole member, BONEFISH/GULF COAST, LIMITED PARTNERSHIP, in the member's capacity as managing member, pursuant to the Company's Operating Agreement, as the same may be amended or restated and in place from time to time.

**ARTICLE VII**

**Indemnification**

If the criteria set forth in Section 608.4229, *Florida Statutes*, or any successor statute, and any criteria set forth in the Company's Operating Agreement have been met, the Company shall indemnify any member, in its capacity as member or managing-member, or former manager or member, his, her or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by Section 608.4229, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Amended and Restated Articles of Organization on May 1, 2014.

  
\_\_\_\_\_  
Kelly B. Lefferts, Authorized Representative

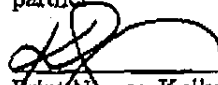
**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of Chapter 608, *Florida Statutes*, BONEFISH GRILL GULF COAST OF LOUISIANA, LLC, desires to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates KELLY B. LEFFERTS as its Registered Agent for the purpose of accepting service of process within such State and designates 2202 North West Shore Boulevard, 5<sup>th</sup> Floor, Tampa, Florida 33607 as its Registered Office.

**BONEFISH GRILL GULF COAST OF  
LOUISIANA, LLC**, a Florida limited liability company

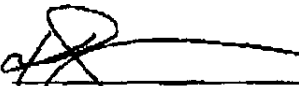
By: BONEFISH/GULF COAST, LIMITED  
PARTNERSHIP, the sole member of the  
Company

By: Boncfish Grill, LLC, its sole general  
partner

  
Print Name: Kelly B. Lefferts  
Title: Vice President

**ACKNOWLEDGMENT**

KELLY B. LEFFERTS hereby accepts the appointment as Registered Agent of the above named Company and agrees to act as such in accordance with the provisions of Chapter 608, *Florida Statutes*.

  
Kelly B. Lefferts

\*\*\*\*\*

3. The foregoing Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411, *Florida Statutes*.


4. These Amended and Restated Articles of Organization shall become effective at their time of filing by the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned Managing Member of the Company has executed these Amended and Restated Articles of Organization as of May 1, 2014.

By: BONEFISH/GULF COAST, LIMITED  
PARTNERSHIP, the sole member of the  
Company

By: Bonefish Grill, LLC, its sole general  
partner

  
Print Name: Kelly B. Lefferts  
Title: Vice President

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