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(Address)

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(City/State/Zip/Phone #)

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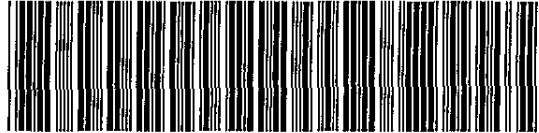
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# SNIFFEN LAW FIRM, P.A.

ROBERT J. SNIFFEN  
RSNIFFEN@SNIFFENLAW.COM  
211 EAST CALL STREET • TALLAHASSEE, FL • 32301

August 25, 2005

**VIA HAND DELIVERY**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Re: DCW, LLC**

Dear Madam/Sir:

The enclosed Articles of Organization of DCW, LLC and check in the amount of \$125.00 are submitted for filing. Please forward a letter of acknowledgement to me at the above address.

Should you require further information concerning this matter, please do not hesitate to contact me at (850) 205-1996. Thank you for your assistance in connection with the filing of the enclosed.

Very truly yours,



Robert J. Sniffen

RJS/dr  
Enclosures  
cc: Client

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05 AUG 25 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
DCW, LLC**

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

**ARTICLE I – NAME**

The name of this limited liability company is DCW, LLC (“Company”).

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal place of business of the Company is 5605 U.S. Highway 301, Hawthorne, Florida 32640. The Company may at its discretion, at any time, change the address of its principal place of business.

**ARTICLE III – REGISTERED AGENT**

The name and street address of the initial registered agent of this Company is Robert J. Sniffen, 211 East Call Street, Tallahassee, Florida 32301.

**ARTICLE IV – MANAGEMENT AND MEMBERS**

The management of this Company shall be vested in a Manager. The name and mailing address of the Manager is as follows: Lowell Eugene Dukes, 5605 S.E. U.S. Highway 301, Hawthorne, Florida 32640.

The Members of the Company shall be as follows: Lowell Eugene Dukes, Robert Cason, Jr. and William E. Woodington.

**ARTICLE V – SINGLE PURPOSE**

The single and sole purpose of the Company is to take all necessary and appropriate steps to own and manage a restaurant. The Company shall not participate in any other business activity or investments without the written consent of the Manager and each of its Members.

**ARTICLE VI – OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in and require the unanimous approval of its Members.

**ARTICLE VII – NO FURTHER DEBTS**

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Except as otherwise provided by these Articles, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager subject to approval by a majority of the Members.

### ARTICLE VIII – CONTINUED EXISTENCE

The business of this Company shall not be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in this Company, unless the Manager and the majority of the remaining Members consent to such a termination of the business of the Company within ninety days of the occurrence of any event which would terminate the existence of this Company.

IN, WITNESS WHEREOF, I have hereunto subscribed my name this 15 day of August, 2005.

Howell E. Dukes  
an Authorized  
Representative and Manager of  
DCW, LLC

STATE OF FLORIDA     )  
COUNTY OF Union     )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of August, 2005, by Howell E. Dukes, as the authorized representative of the Members, who is personally known to me, or has produced Dept. of motor vehicle as identification. #D220-525-52-0460

Nancy J. Touchstone  
NOTARY PUBLIC

(NOTARY STAMP)

Print Name Nancy J. Touchstone

