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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Oetgen MAY 24 2006

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: THE BRELLA BAR OF NEW YORK, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

RON SJOBLOM

(Name of Person)

THE BRELLA BAR OF NEW YORK, LLC

(Firm/Company)

2401 South Florida Avenue

(Address)

Lakeland, Florida 33803

(City/State and Zip Code)

For further information concerning this matter, please call:

RON SJOBLOM

(Name of Person)

at ( 863 ) 686-5888

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION**  
**OF**  
**THE BRELLA BAR OF NEW YORK, LLC**  
**(A Limited Liability Company)**

FILED  
06 MAY 15 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby 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 be the charter and authority for the conduct of business of such limited liability company.

**I. ARTICLE NAME**

The name of the limited liability company shall be The Brella Bar Of New York, LLC.

**II. ARTICLE PURPOSES & POWERS**

The general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State Of FLORIDA, and the powers of the limited liability company, shall be as follows:

- A. To engage in any activity or business authorized under the applicable laws of the State Of FLORIDA.
- B. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State Of FLORIDA, and to do any and all things herein set forth to the same extent as a natural person might or could do.
- C. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or company 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 the articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, company, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

- E. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or companies, and perform any service under contract or otherwise for any company, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity, or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may, under the laws of the State Of FLORIDA, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
- F. 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 herein set forth, 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.
- G. 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 herein contained 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 the laws of the State Of FLORIDA, lawfully carry on, exercise, or do.

### **III. ARTICLE INITIAL MEMBERS**

Initially there shall be 5, members. The names of the initial members are: RON SJOBLUM, 2401 South Florida Avenue, Lakeland, Florida 33803. DAVID KREITMAN, 2401 South Florida Avenue, Lakeland, Florida 33803, DANNY BLANKENSHIP, 2401 South Florida Avenue, Lakeland, Florida 33803, MARK MOORE, 2401 South Florida Avenue, Lakeland, Florida 33803, and GREGORY COLEMAN, 2401 South Florida Avenue, Lakeland, Florida 33803.

#### **IV. ARTICLE CAPITAL CONTRIBUTIONS**

A. **Initial Capital Contributions**

Each of the initial members shall make an initial capital contribution based upon the percentage of their ownership as follows: RON SJOBLUM retains 31.5% (thirty-one, point five percent) ownership, and shall pay \$63.00 (sixty-three dollars) in cash, DAVID KREITMAN retains 25% (twenty-five percent) ownership, and shall pay \$50.00 (fifty dollars) cash, DANNY BLANKENSHIP retains 15% (fifteen percent) ownership, and shall pay \$30.00 (thirty dollars) in cash, MARK MOORE retains 15% (fifteen percent) ownership, and shall pay \$30.00 (thirty dollars) in cash, and GREGORY COLEMAN, retains 13.5% (thirteen, point five percent) ownership, and shall pay \$27.00 (twenty-seven dollars) in cash, which amounts shall be paid to the limited liability company.

B. **Additional Capital Contributions**

Additional contributions will be made as required for investment purposes, as determined by the unanimous consent of the members. Members will make such additional contributions based upon percentage of ownership as follows: RON SJOBLUM, 31.5% (thirty-one, point five percent), DAVID KREITMAN, 25% (twenty-five percent), DANNY BLANKENSHIP 15% (fifteen percent), MARK MOORE 15% (fifteen percent), GREGORY COLEMAN, 13.5% (thirteen, point five percent).

#### **V. ARTICLE PROFITS & LOSSES**

A. **Sharing Of Profits**

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 a distributive share of the profits based upon percentage of ownership. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

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 such sources are insufficient to cover such losses, by the members based upon percentage of ownership as follows: RON SJOBLUM 31.5%, DAVID KREITMAN 25%, DANNY BLANKENSHIP 15%, MARK MOORE 15%, GREGORY COLEMAN 13.5%.

## **VI. ARTICLE LIMITED LIABILITY COMPANY 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 based upon ownership. 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.

## **VII. ARTICLE DURATION**

This limited liability company shall exist for a period of twenty-five years, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## **VIII. ARTICLE PRINCIPAL OFFICE**

The address of this company's principal office shall be: 2401 South Florida Avenue, Lakeland, Florida 33803. However, the company shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

## **IX. ARTICLE MANAGEMENT**

This limited liability company shall be managed by 5 managers. The name and address of each person who shall serve as a manager until the first annual meeting of the members, or until any successors are elected and qualify, are: RON SJOBLUM, 2401 South Florida Avenue, Lakeland, Florida 33803. DAVID KREITMAN, 2401 South Florida Avenue, Lakeland, Florida 33803, DANNY BLANKENSHIP, 2401 South Florida Avenue, Lakeland, Florida 33803, MARK MOORE, 2401 South Florida Avenue, Lakeland, Florida 33803, and GREGORY COLEMAN, 2401 South Florida Avenue, Lakeland, Florida 33803.

## **X. ARTICLE INITIAL REGISTERED OFFICE & REGISTERED AGENT**

The address of this company's initial registered office shall be: 2401 South Florida Avenue, Lakeland, Florida 33803. The name of the individual who shall serve as this company's initial registered agent at that address is: RON SJOBLUM, 2401 South Florida Avenue, Lakeland, Florida 33803.

## **XI. ARTICLE RESTRICTIONS ON MEMBERSHIP**

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 based upon percentage of ownership.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

Upon 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 upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles Of Organization Of THE BRELLA BAR OF NEW YORK, LLC.

Executed by each of the following individuals, on the date indicated next to the individual's signature.

  
\_\_\_\_\_  
RON SJOBLUM - Member

5/10/08  
Date

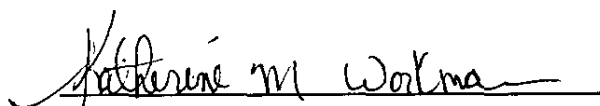
I hereby accept my designation as resident agent and agree to serve as the resident agent of THE BRELLA BAR OF NEW YORK, LLC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for THE BRELLA BAR OF NEW YORK, LLC.

  
\_\_\_\_\_  
RON SJOBLUM - Registered Agent

State Of FLORIDA  
County Of POLK

FILED  
06 MAY 15 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On May 10, 2008, RON SJOBLUM, designated above as the individual who shall serve as the company's initial registered agent, and the individuals, designated above, as the company's members, all of whom are personally known to me, or produced FLORIDA drivers' licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Organization of THE BRELLA BAR OF NEW YORK, LLC.

  
\_\_\_\_\_  
Notary Public  
Expiration Date & Commission Number:



(SEAL)