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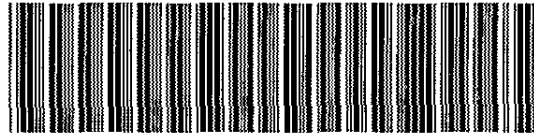
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TALLAHASSEE, FLORIDA

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August 4, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Blu Sushi Gulf Coast Town Center, L.L.C.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☒ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BLU SUSHI GULF COAST TOWN CENTER, L.L.C.
(a Limited Liability Company)**

FILED
06 AUG -4 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, et seq., Florida Statutes (the "Act"), do sign, acknowledge and deliver in duplicate to the Secretary, Florida Department of State, these Articles of Organization.

**ARTICLE I
Name**

The name of the limited liability company (hereinafter referred to as the "Company") shall be BLU SUSHI GULF COAST TOWN CENTER L.L.C.

**ARTICLE II
Period of Duration**

The Company shall exist for thirty (30) years from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless sooner dissolved according to law.

**ARTICLE III
Registered Office and Agent**

The mailing address and street address of the principal office of the Company is: 2806 Valencia Way, Fort Myers, FL 33901.

The Company's initial registered agent will be PETER SCHMID.

The Company's initial registered office address, together with its principal place of business in Florida is: 2806 Valencia Way, Fort Myers, FL 33901.

ARTICLE IV
Contributions

The initial amount of capital contributions (including cash and a description of the agreed value of the property) is \$TEN THOUSAND (\$10,000.00) cash, which will be contributed by the members.

ARTICLE V
Additional Contributions

Unless all members agree in writing, no present or future member shall have any obligation to make any additional contributions to the Company above their written agreed upon contribution to the capital of the Company.

ARTICLE VI
New Members and Transfer of Membership

A majority vote of the members of the Company may admit additional members. No interest in the Company may be transferred or sold, except by unanimous consent of all members.

ARTICLE VII
Death, Retirement or Resignation of Member

The withdrawal of a member by sale or transfer of his interest in the Company, death, retirement or resignation shall constitute a dissolution of the Company.

ARTICLE VIII
Management

The Company will be managed by a board of managers, consisting of not less than one nor more than three managers, as may be agreed upon by the members and managers, as is established in the operating agreement and regulations unanimously adopted by the members. The names and addresses of the original manager or managers of the Company are as follows:

PETER SCHMID

These managers will serve until the first annual meeting of members, or until their successors are elected and qualify.

The above-named managers are also members of this Company.

ARTICLE IX

Indemnification and Liability

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act of omission in the manager's capacity as a manager, except that this Article IX does not eliminate or limit the liability of a manager to the extent that the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of the manager is expressly provided by an applicable statute. Any repeal or amendment of this Article IX by the members of the Company shall be prospective only and should not adversely affect any limitation on the liability of a manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager of the Company is not liable as set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of a manager or of a director of a corporation.

ARTICLE X

Actions of Members

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, of a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests

entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

ARTICLE XI Preemptive Right

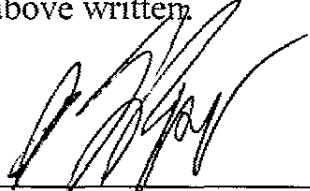
No member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

ARTICLE XII Effective Date

The effective date of the Company shall be August 3, 2006, the date of execution, or upon filing with the Department of State, if the date of execution is more than five (5) business days prior to filing with the Department of State.

IN WITNESS WHEREOF, the parties have entered into, executed and made these Articles of Organization as of the day first above written.

Member:



PETER SCHMID

I hereby accept my position as registered agent.

Registered Agent:



PETER SCHMID