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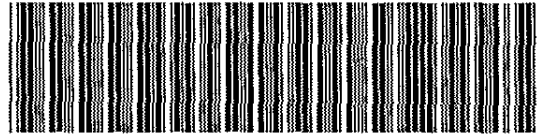
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TALLAHASSEE, FLORIDA

LAW OFFICES
M. DANIEL HUGHES
PROFESSIONAL ASSOCIATION
3000 NORTH FEDERAL HIGHWAY
BUILDING TWO, SUITE 200
FORT LAUDERDALE, FLORIDA 33306
TELEPHONE (954) 566-3390
TELECOPIER (954) 561-1244

OF COUNSEL
KEVIN M. LYONS

MEMBER OF
FLORIDA AND GEORGIA BAR

October 18, 2006

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **CHARLEY'S SUBS, LLC**

Dear Sir:

Enclosed please find Articles of Organization of **CHARLEY'S SUBS, LLC**, together with our check in the amount of \$130.00, representing:

Filing Fee	\$100.00
Registered Agent Designation	\$ 25.00
Certificate of Status	\$ <u>5.00</u>
TOTAL:	\$130.00

Please return a certified copy of the Articles of Organization at your earliest convenience.

Very truly yours,



M. DANIEL HUGHES

MDH:fsj
Enclosures

cc: Mr. David Arker

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

CHARLEY'S SUBS, LLC

The undersigned, for the purpose of forming a limited liability company, in accordance with Section 608.407, Florida Statutes, does hereby adopt the following Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company is: **CHARLEY'S SUBS, LLC.**

ARTICLE II. PRINCIPAL OFFICE

The principal office of the company and the mailing address of the principal office of the company is: 3321 East Oakland Park Boulevard, Fort Lauderdale, FL 33308.

ARTICLE III. DURATION

The duration of the limited liability company is perpetual. The date and time of the commencement of the limited liability company's existence is when the Articles of Organization are received in the office of the Secretary of State.

ARTICLE IV. REGISTERED AGENT

The name and street address of the initial registered office of the company shall be: M. DANIEL HUGHES, P.A., 3000 North Federal Highway, Building Two South, Suite 200, Fort Lauderdale, FL 33306.

ARTICLE V. ADDITIONAL MEMBERS

The admission of any additional member of the Limited Liability Company shall be permitted only if each member consents, in writing, to the admission of the additional member.

ARTICLE VI. MANAGEMENT RESERVED TO MEMBERS

The Limited Liability Company is to be managed by the members, and the names and addresses of the members are:

DAVID H. ARKER, 3321 East Oakland Park Boulevard, Fort Lauderdale, FL 33308
JOHN WILE, 3321 East Oakland Park Boulevard, Fort Lauderdale, FL 33308

ARTICLE VII. DISSOLUTION

A. Dissolution Upon the Occurrence of Specified Events. The Company shall be dissolved and liquidated upon the occurrence of any of the following events:

(1) The retirement, death, insanity, dissolution or withdrawal of all of the Managing Members.

(2) The filing of an involuntary Petition in bankruptcy against all of the Managing Members if such petitions are not dismissed within ninety (90) days of the date of filing.

(3) [Intentionally omitted]

(4) The disposition of all Company properties.

(5) Any affirmative vote of all the members and all of the Managing Members to terminate the Company.

(6) Any other event that would cause a dissolution under the Florida Limited Company law.

(7) In the event of a dissolution caused by an occurrence specified in (1) or (2) above, against some but not all of the Managing Members, the Company shall continue. In the event of a dissolution caused by an occurrence specified in (1) or (2) above against all of the Managing Members, if counsel (which is acceptable to a majority in interest of the Members) shall have delivered to the Company an opinion, in substance satisfactory to such Members, that neither the grant nor the exercise of the powers of the Members by consenting to continue the company and elect a new Managing Member will adversely affect (i) the limited liability status of a Member, or (ii) the tax status of the Company, then upon an affirmative vote of the majority in interest of Members such business shall be continued and a new Managing Member elected, conditioned on the new Managing Member accepting all responsibilities and releasing the departing Managing Members from all liabilities, in form satisfactory to those persons.

(8) The retirement, death, insanity, disability, bankruptcy, dissolution or liquidation of a Member shall not dissolve the company, nor shall the transfer of a Limited Company interest dissolve the Company.

(9) Dissolution shall be effective on the day in which the event occurs giving rise to the dissolution, but the company shall not terminate until the assets have been distributed.

(10) The winding up of Company affairs and liquidation and distribution of its assets shall be conducted exclusively by the Managing Members or, in the event the Managing Members are unable or unwilling to act, by a trustee named by them prior to such event. The Managing Members or the trustee are hereby authorized to do any and

all acts and things authorized by law to effect such dissolution, liquidation and distribution of the assets of the Company.

(11) Except for prior amendment to this section, no act by the Company or its members can avoid that dissolution.

B. Dissolution and Dissolution Avoidance Following the Dissociation of a Member.

(1) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated member's continued membership in the Company.

(2) Means of Avoiding Dissolution Following Member Dissociation.

(a) To avoid dissolution under this Section, the Company must have at least two (2) remaining members. If a dissociation leaves the company with only one (1) remaining member, that member may admit an additional member.

(b) In addition to any means for avoiding a dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within ninety (90) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 18 day of Oct., 2006

Suzanne Delgado
WITNESS

David H. Arker
DAVID H. ARKER, Managing Member

Kim R. Wilber
WITNESS

John D. Wile
WITNESS

John D. Wile
JOHN WILE, Managing Member

John D. Wile
WITNESS

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06 OCT 23 PM 1:15
STATE OF CALIFORNIA
COUNTY OF SAN DIEGO

STATE OF FLORIDA

COUNTY OF

)
)SS.:
)

The foregoing instrument was acknowledged before me this 18th day of October, 2006, by DAVID H. ARKER AND JOHN WILE, who are personally known to me or who have produced _____ as identification.

NOTARY PUBLIC:

SIGN:

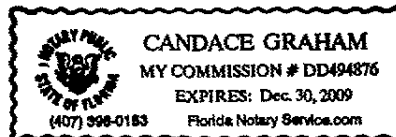
PRINT:

Candace Graham
Candace Graham

(SEAL)

My Commission Expires:

December 30, 2009



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06 OCT 23 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is: **CHARLEY'S SUBS, LLC.**
2. The name and address of the registered agent and office is:

M. DANIEL HUGHES, 3000 North Federal Highway, Building Two South,
Suite 200, Fort Lauderdale, FL 33306

Having been named as registered agent and to accept service for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



M. DANIEL HUGHES

DATED: 10/18/06

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