

LO7000029271

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

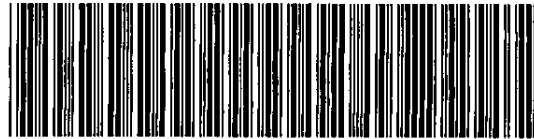
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

db

Office Use Only



900091818939

03/16/07--01013--011 **125.00

FILED
07 MAR 16 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE 3-14-07

TRANSMITTAL LETTER

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

SUBJECT: COOP'S KITCHEN, LLC

(Proposed corporate name-must include suffix)

Enclosed are an original and one (1) copy of the Articles of Organization and a check or money order for:

COST
\$125.00

Filing Fee
& Certificate

From: Torris Cooper

1321 NW 81st Terrace
Address

Miami, FL 33147
City, State, Zip

(305) 733-0560
Daytime Telephone Number

FILED
07 MAR 16 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION

OF

COOP'S KITCHEN, LLC

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability Company, hereby adopts the following Articles of Organization for such Company:

ARTICLE I

Name

The name of the limited Company is **COOP'S KITCHEN, LLC**

ARTICLE II

Company Existence

The Company's existence shall be perpetual and these Articles of Organization shall be effective on March 14th, 2007.

ARTICLE III

Units of Equity Ownership

The Company shall have the power to issue one or more classes of Membership Interests having various rights, preferences privileges and restrictions thereof.

No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of the Members of the Company owning 100% of the then issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in the Section in the same manner as an original Member.

FILED
07 MAR 16 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE 3-14-07

ARTICLE IV
Registered Agent and Office

The address of the initial Registered Office of the Company is 17430 NW 47th Avenue Avenue, Miami Gardens, 33056 and the name of its initial registered agent at such address is Torris L. Cooper.

ARTICLE V
Principal Office

The mailing address and street address of the principal office of the Company is 1321 NW 81st Terrace, Miami, FL 33147.

ARTICLE VI
Organizer

The name and address of the organizer is:

Odeon Group, Inc.
15155 NMW 7th Avenue
Miami, FL 33169.

Article VII
Effective Date

The effective commencement date for the Organization is March 14th, 2007

ARTICLE VIII
Purpose And Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to conduct any lawful act concerning any and all lawful business for which companies may be organized under the Florida Limited Liability Company Act.

Article IX
Management

The Company is to be managed by managers. The name and address of the managers are as follows:

TORRIS L. COOPER	-	17430 NW 47 th Avenue Miami Gardens, FL 33056
RHAUDAL COOPER, Jr.	-	1175 NW 107 th Street Miami, FL 33168

FILED
07 MAR 16 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article X
Indemnification

The Company shall indemnify any Member and/or Officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action North suit or proceeding, whether civil, criminal administrative or investigative, including all appeals, by reason of the fact that such Member and/or Officer is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability Company, corporation North partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees) judgments, decrees, fines , penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Officer in connection with such action North suit or proceeding. The Company shall not indemnify any Member and/or Officer in the event of (i) a breach of such Member and/or Officer's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Officer derived and improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Officer shall be adjudged liable to the Company. Any indemnification provided in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Officers is proper in the circumstances because such Member and/or Officer had met the applicable standard of the conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action North suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall no be deemed exclusive of any others rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Offices or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XI
Amendment of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and al rights conferred upon Members herein are granted subject to this reservation.

Dated: 03/13/07



Lisa Dumetz
Authorized Representative of Member

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGANATURE

James L. Cooper

DATE

3/13/07

FILED
07 MAR 16 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA