

2070000 35249

scripts/efilcovr.exe

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000086697 3)))



H070000866973ABCA

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)203-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FILED
07 APR -3 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
07 APR -3 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-4
[Signature]
FLORIDA/FOREIGN LIMITED LIABILITY CO.

frances street bottle inn, ll.c.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

Electronic Filing Menu

Corporate Filing Menu

Help

407000086697

ARTICLES OF ORGANIZATION
OF
FRANCES STREET BOTTLE INN, L.L.C.
A LIMITED LIABILITY COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 APR -3 AM 9:21

FILED

In order to form a limited liability company pursuant to Florida Statute 608.407, the undersigned certifies that the stated purpose herein is to become a limited liability company under the laws of the State of Florida and to provide for the formation, rights, privileges and immunities of a limited liability company for profit. I further declare that the following Articles of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be FRANCES STREET BOTTLE INN, L.L.C., and its principal office shall be located at 1101 Southard Street, City of Key West, County of Monroe, State of Florida; but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability

407000086697

EMPIRE

APR-03-2007 14:27

company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 set forth in these Articles, 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.

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 contained in these Articles 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 Florida laws, lawfully carry on, exercise or do.

ARTICLE III

EXERCISE OF 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 member(s) of this limited liability company. This Article may be amended from time to time

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 APR -3 AM 9:21

FILED

in any regulations of the limited liability company by unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its member, whose name and address is as follows: 1) Mark Alan Kohler, 1101 Southard Street, Key West, Florida 33040.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Member shall have the right to admit a new member or members as desired. Contributions of new member(s) shall be determined as of the time of admission to the limited liability company.

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

On 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 of the company with the unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions shall be made as follows: real property at 1101 Southard Street, Key West, Florida 33040 doing business as The Frances Street Bottle Inn and having a value of \$2,795,000 shall be contributed by Mark Alan Kohler to the limited liability company.

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the member(s). Members will make contributions in equal shares.

ARTICLE VII

FILED
07 APR -3 AM 9:21
SECRETARY OF STATE
PALM BEACH, FLORIDA

PROFITS AND LOSSES

(A) *Profit Sharing:* The member(s) 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 an equal distributive share of the profits.

(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 these sources are insufficient to cover such losses, by the member(s) in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or provided in any regulations adopted by the member(s).

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1101 Southard Street, City of Key West, County of Monroe, State of Florida, 33040 and the name of the company's initial registered agent at that address is Mark Alan Kohler.

"Having been named as the registered agent and to accept service of process for the above named limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity and comply with all statutes relating to the performance of my duties, and I am familiar with and accept the obligations of my position as registered agent."


Mark Alan Kohler
Registered Agent

The undersigned, being the original member of the limited liability company, certifies that this

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 APR -3 AM 9:21

FILED

H07000086697

instrument constitutes the proposed Articles of Organization of FRANCES STREET BOTTLE INN, L.L.C. and the Certificate of Designation of Registered Agent/Registered Office pursuant to the provisions of Chapter 608, Florida Statutes.

Executed by the undersigned at Key West, Florida on 31 day of March, 2007.

Signature:


Mark Alan Kohler

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 APR -3 AM 9:21

FILED

H07000086697