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**EXAMINER**



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DIVISION OF CORPORATION  
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HAWKINS & ASSOCIATES PLLC

A T T O R N E Y S   A T   L A W

1502 NW 6<sup>th</sup> Street, Suite C  
Gainesville, Florida 32601  
Tel.: 352-505-8502  
Fax: 904-339-9126

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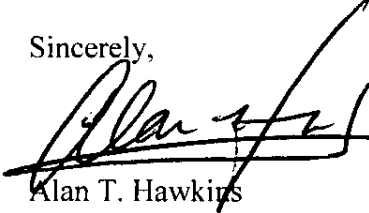
COVER LETTER

To: FLORIDA DEPT. OF STATE, DIVISION OF CORPORATIONS  
From: Alan T. Hawkins  
Date: February 18, 2009  
Re: The Gotham Group, LLC

The enclosed Amended and Restated Articles of Organization are submitted for filing. Also enclosed please find this firm's check in the amount of \$25.00 to cover the filing fees.

Please return all correspondence concerning this matter to the above address. For further information concerning this matter, please call Alan Hawkins at (352) 505-8502.

Sincerely,

  
Alan T. Hawkins

## **Amended and Restated Articles of Organization of The Gotham Group, LLC**

The undersigned hereby execute and acknowledge the following Amended and Restated Articles of Organization for the limited liability company The Gotham Group, LLC under the Chapter 608, Florida Statutes.

These Amended and Restated Articles of Organization shall restate, integrate, and amend all previously filed Articles of Organization for The Gotham Group, LLC. Pursuant to Florida Statutes 608.411, upon the date of filing with the Florida Department of State, these Amended and Restated Articles of Organization shall supersede all other previously filed Articles of Organization and become the articles of organization of The Gotham Group, LLC.

### **1. Name of LLC**

The name of the limited liability company is The Gotham Group, LLC.

### **2. Registered Office of LLC**

The street address of the registered office in Florida is 112 S. Main Street, Gainesville, Florida 32601.

### **3. Principal Place of Business**

The address of the company's principal place of business in this state is 112 S. Main Street, Gainesville, Florida 32601.

### **4. Registered Agents**

#### **4.1 Name of Registered Agent**

The name of the registered agent for service of process in Florida is Mr. Justin Fawcett.

#### **4.2 Address of Registered Agent**

The address of the registered agent for service of process is 112 S. Main Street, Gainesville, Florida 32601.

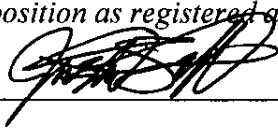
#### **4.3 Status of Registered Agent**

The registered agent is an individual resident of Florida.

#### **4.4 Affirmation and Signature of Registered Agent**

*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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

Signature of Registered Agent: \_\_\_\_\_



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## **5. Perpetual Duration**

The period of duration of The Gotham Group, LLC is perpetual.

## **6. Form of Management**

The management of The Gotham Group, LLC shall be vested in the manager(s), who shall be appointed by a majority in interest of the members and who shall have the exclusive right to control and manage The Gotham Group, LLC. Unless a member is appointed or elected to be a manager by a majority in interest of the members, the members shall not take part in the management and control of The Gotham Group, LLC and shall have no power to bind The Gotham Group, LLC. Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

### **6.1 Voting**

Each percentage point of membership interest has one vote on each matter on which the membership interest is entitled to vote. Cumulative voting is not allowed. With respect to any matter, other than any matter for which the affirmative vote of the holders of a greater specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter.

### **6.2 Company Actions**

(a) Any action required by the Florida Limited Liability Company Act, and any amendments to that act, shall be taken at any annual or special meeting of Members of the Limited Liability Company.

(b) Any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if 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 interest entitled to vote on the action were present and voted.

(c) Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

(d) Prompt notice of the taking of any action by 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.

### **6.3 Indemnification**

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or

criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

(1) Any breach of his or her duty of loyalty to the company, or to its members;

(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the company or its members.

(4) An action for which the manager is liable at law and for which an indemnification is not allowed.

## **7. Purpose**

The Gotham Group, LLC has been formed for the following purposes: to operate retail restaurant, bar and nightclub, and entertainment promotion businesses, and to conduct or promote any lawful business or purpose permitted by the laws of Florida.

## **8. Right To Continue Business**

In the event of 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 Gotham Group, LLC, the remaining members have the right under the operating agreement to continue the business of The Gotham Group, LLC.

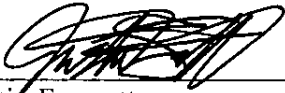
## **9. Certificate of Membership**

A member's interest in The Gotham Group, LLC may be evidenced by a certificate of membership interest signed by any manager of the company, which may be assigned or transferred only upon the written consent of all members.

## **10. Capital and Additional Members**

Members shall be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. No assignment or transfer of ownership interests in the company will be valid without the written consent of all of the members. There are no preemptive rights on behalf of any Member.

IN WITNESS WHEREOF, I have hereunto set my hand to these Amended and Restated Articles of Organization for The Gotham Group, LLC on February 18, 2009.

A handwritten signature in black ink, appearing to read 'Justin Fawcett', written over a horizontal line.

Justin Fawcett

Duly executed and filed in accordance with Chapter 608.411 of the Florida Statutes.

WRITTEN CONSENT  
OF THE MEMBERS OF  
THE GOTHAM GROUP, LLC

Pursuant to the authority of Chapter 608.4231 of the Florida Statutes, the undersigned individuals, who constitute a majority of the ownership interest of The Gotham Group, LLC, a Florida Limited Liability Company (the "Company"), do hereby take the following action and approve the adoption of the following resolutions by their written consent as of this 18<sup>th</sup> day of February, 2009.

WHEREAS, a majority in interest of the Company has proposed that the Company file Amended and Restated Articles of Organization with the Florida Department of State in order to make the Company a manager-managed LLC pursuant to Chapter 608.422, Florida Statutes;

WHEREAS, a majority in interest of the Company has proposed that the Company appoint and elect Justin Fawcett as manager of The Gotham Group, LLC;

IT IS RESOLVED, that counsel for the Company be instructed to draft and file with the Florida Department of State Amended and Restated Articles of Organization in order to effect a change of management from a member-managed LLC to a manager-managed LLC, with the appointed managers to have the exclusive right to control and manage The Gotham Group, LLC, and stating that unless a member is appointed or elected to be a manager by a majority in interest of the members, the members shall not take part in the management and control of The Gotham Group, LLC and shall have no power to bind The Gotham Group, LLC.

FURTHER RESOLVED, that Justin Fawcett shall be and is appointed and elected manager of The Gotham Group, LLC, effective upon the acceptance and filing of the Amended and Restated Articles of Organization with the Florida Department of State.

FURTHER RESOLVED, that the management of the Company is hereby authorized and empowered to take any and all necessary actions to effect this written consent and to manage the Company's affairs.

FURTHER RESOLVED, that notice of this action by written consent shall be given to those members who have not consented in writing, pursuant to the requirements of Chapter 608.4231.

Dated: 18 Feb 2009

Members:

Justin Fawcett:  
(51% Owner)

