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5/1/07

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NRC

**RAMEY & BYTELL**

ATTORNEYS AT LAW

1250 CIRCLE DRIVE

DEFUNIAK SPRINGS, FLORIDA 32435

E. ALLAN RAMEY

J. LORRIANE BYTELL\*

\*ALSO ADMITTED IN TENNESSEE

TELEPHONE NUMBER

(850) 892-2108

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(850) 892-2192

April 16, 2007

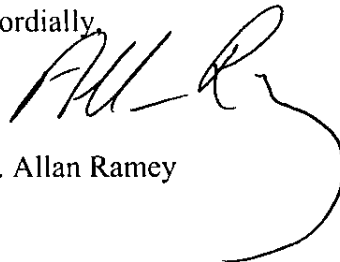
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Two Cousins' Cafe', Inc. and Two Cousins' Café and Catering, LLC

Dear Sir or Madam:

Enclosed is the original and a copy of the Articles of Dissolution for Two Cousins' Cafe', Inc., and the original and a copy of the Articles of Organization of Two Cousins' Café and Catering, LLC. I have also enclosed a check in the amount of \$160.00 for the filing fees. I would appreciate it if you could stamp the copies and send them back to my office in the self-addressed stamped envelope. If you have any questions, please do not hesitate to contact my office.

Cordially,



E. Allan Ramey

EAR/eml

Enclosure: As stated.

STATE OF FLORIDA  
COUNTY OF WALTON

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
TWO COUSINS' CAFÉ AND CATERING, LLC**

The undersigned for the purpose of forming a limited liability company under the "Florida Limited Liability Company", providing for the formation, rights, privileges, immunities of limited liability companies for profit. I further declare that the following Articles shall serve as Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company is Two Cousins' Café and Catering, LLC.

**ARTICLE II  
PRINCIPAL OFFICE**

The street address of the principal office and mailing address of the limited liability company is 63 Santa Rosa Avenue, Westville, Walton County, Florida, 32464.

**ARTICLE III  
CORPORATE DURATION**

The duration of the limited liability company is perpetual. This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IV  
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:

To conduct, manage, maintain and carry on a restaurant/cafe business, and to prepare and serve all food, beverages and other refreshments for a restaurant/cafe and catering business.

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 V EXERCISE OF POWERS AND MANAGEMENT**

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 by one manager. This limited liability company shall be a manager-managed company.

The name and address of the person who is qualified and shall serve as the manager is as follows:

<b>NAME</b>	<b>ADDRESS</b>
Sharon Alford Carver	677 Oak Grove Road Westville, Florida 32464

## **ARTICLE VI MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members 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 on unanimous consent of the remaining members.

## **ARTICLE VII CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## **ARTICLE VIII PROFITS AND LOSSES**

(a) Profit Sharing. The members 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 distributive share of the profits or to the distributive share of the profits as determined by their percentage of ownership.

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business.

(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 members according to the percentage of ownership in the limited liability corporation.

## **ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 677 Oak Grove Road, Westville, Walton County, Florida 32464, and the name of the company's initial registered agent at that address is Sharon Alford Carver.


## **ARTICLE X EFFECTIVE DATE**

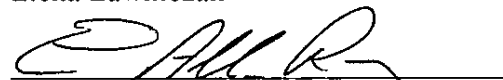
The effective date of these articles of organization shall be May 1, 2007.

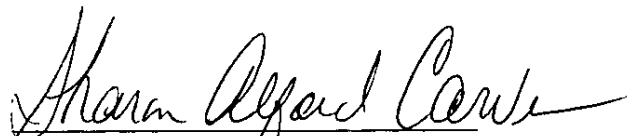
The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Two Cousins' Café and Catering, LLC.

Executed by the undersigned at DeFuniak Springs, Florida on the 16<sup>th</sup> day of April, 2007.

Signed in the Presence of:

  
Elena Lawniczak

  
E. Allan Ramey

  
Sharon Alford Carver

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing instrument was acknowledged before me on this 16<sup>th</sup> day of April, 2007, by **Sharon Alford Carver**, who is personally known to me or who produced \_\_\_\_\_, as identification.



E. Allan Ramey  
My Commission DD274873  
Expires December 14, 2007

*E. Allan Ramey*  
\_\_\_\_\_  
Notary Public

Print:

My Commission Exp.:

**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 as 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 as provided for in Chapter 608, F.S..

*Sharon Alford Carver*  
\_\_\_\_\_  
Sharon Alford Carver

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