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### COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Muzh, LLC  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

C. William Curtis, III  
(Contact Person)

C. William Curtis, III, P.A.  
(Firm/Company)

701 Market Street, Unit 109  
(Address)

St. Augustine, Florida 32095  
(City, State and Zip Code)

For further information concerning this matter, please call:

C. William Curtis, III at ( 904 ) 398-5466  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>Certificate of Status |
|--|---|---|--|

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Conversion of  
Muzh, Inc., a Florida Corporation, into  
Muzh, LLC, a Florida Limited Liability Company**

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DIVISION OF CORPORATIONS

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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is Muzh, Inc. (the "Corporation").
2. The Corporation was first organized, formed or incorporated under the laws of Florida on September 9, 2004, for the sake of owning and operating a food retail and service business for on-premises and off-premises consumption, and all other lawful purposes.
3. Pursuant to a Plan of Conversion adopted by the Corporation on July 2, 2007, the Corporation has been converted to a Florida Limited Liability Company in accordance with Chapter 607, Florida Statutes, and in compliance with Chapter 608, Florida Statutes.
4. The name of the Florida Limited Liability Company into which the Corporation has been converted, as set forth in the attached Articles of Organization, is Muzh, LLC (the "LLC").
5. The address of the LLC shall be 2107 Hendricks Avenue, 2<sup>nd</sup> Floor, Jacksonville, Florida 32207.
6. The effective date of this conversion shall be the date of filing this certificate.
7. The identities and ownership percentages of the owners of the Corporation and the LLC are Matthew J. Medure (35%), Pom Souvannasoth (15%), David Medure (15%), and David Berkman (35%).
8. The LLC shall pay all dissenting shareholders having appraisal rights the amount to which they are entitled under ss. 607.1301-607.1333, Florida Statutes.

Signed this 2<sup>nd</sup> day of July 2007.

Signature of Authorized Person:

By: 

Matthew J. Medure

As: President of Muzh, Inc. and Manager  
of Muzh, LLC

### **Articles of Organization of Muzh, LLC**

The undersigned, acting as authorized representative of a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), files the following articles of organization for such limited liability company in accordance with Sections 608.407 and 608.439 of the Act. This company is the entity into which Muzh, Inc., a Florida corporation, is being converted in accordance with the attached Certificate of Conversion. The original articles of incorporation of Muzh, Inc., referenced by Document Number P04000128007, were filed with the Florida Secretary of State, Division of Corporations, on September 9, 2004. Those articles of incorporation are repealed and replaced by these articles of organization, which are being filed along with the attached Certificate of Conversion.

#### **Article I. Name**

The name of the Limited Liability Company is Muzh, LLC.

#### **Article II. Duration**

The period of the company's duration is perpetual.

#### **Article III. Purposes**

3.01. The Limited Liability Company has the powers provided for a limited liability company under the Act.

3.02. The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the Act, including, but not limited to, the following:

- (a) To carry on any business or any other legal or lawful activity allowed by law;
- (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
- (c) To manufacture, buy, sell, and generally deal in goods, wares and merchandise of every class and description;
- (d) To buy, rent, sell, manufacture, produce, assemble, distribute, repair, and service any and all products or services in which the company desires to engage.
- (e) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
- (f) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

3.03. The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

3.04. The company may, in its Operating Agreement, confer powers, not in conflict with law, on its manager(s) and members in addition to the foregoing and in addition to the powers and authorities expressly conferred on them by statute.

#### **Article IV. Principal Place of Business**

The address of the company's principal place of business in this state is: 2107 Hendricks Avenue, 2<sup>nd</sup> Floor, Jacksonville, Florida 32207.

#### **Article V. Name and Address of Initial Registered Agent**

5.01. The company's initial Registered Agent is: C. William Curtis, III, P.A..

5.02. The address of the company's initial Registered Office is: 701 Market Street, Unit 109, St. Augustine, Florida 32095.

5.03. The street address of the principal place of business of the Limited Liability Company is: 2107 Hendricks Avenue, 2<sup>nd</sup> Floor, Jacksonville, Florida 32207.

#### **Article VI. Capital and Additional Members**

6.01. Members may be required to make additional Capital Contributions if and to the extent the Management Committee determines that such additional Capital Contributions are necessary or appropriate for the conduct of the Company's Business. In that event, the Members shall participate in such additional Capital Contributions on a pro rata basis in accordance with their Percentage Interests or as the Members shall otherwise agree.

#### **Article VII. Voting**

7.01. Each percentage of membership interest has one vote on each matter on which the membership interest is entitled to vote.

7.02. Cumulative voting is not allowed.

#### **Article VIII. Management**

8.01. The company shall be managed by its Managers, who shall be all of its Members until successors are elected and qualified in accordance with the Act and any Operating Agreement adopted by the Company and its Members from time to time.

### **Article IX. Authorized Representative as Organizer**

The name and address of the Company's authorized representative who is authorized to file these articles on behalf of the Company and respond to all inquiries related to these articles are C. William Curtis, III, 701 Market Street, Unit 109, St. Augustine, Florida 32095.

### **Article X. Operating Agreement**

10.01. The Managers may adopt an Operating Agreement, subject to approval by all Members of the Company.

### **Article XI. Indemnification**

11.01. 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.

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

11.03. This indemnification is not exclusive of other rights to which the manager may be entitled.

11.04. The manager is entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

11.05. A manager shall be liable to the company for the following actions:

- (a) Any breach of his or her duty of loyalty to the company, or to its members;
- (b) 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;
- (c) A transaction in which the manager benefits to the detriment of the company or its members.
- (d) An action for which the manager is liable at law and for which an indemnification is not allowed.

IN WITNESS WHEREOF, I have hereunto set my hand on July 2, 2007.



**Matthew Medure**

Member, Manager, Authorized Representative and Organizer of Muzh, LLC  
2107 Hendricks Avenue  
Jacksonville, Florida 32207

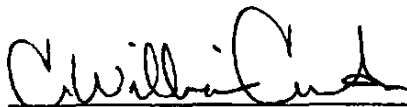
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 608.439, MUZH, LLC, A LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Muzh, LLC
2. The name and address of the registered agent and office is:

C. William Curtis, III, Esq.  
701 Market Street, Unit 109  
St. Augustine, Florida 32095

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 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.



C. William Curtis, III, Esq.

July 2, 2007