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No. 0675 Page 1 of 1

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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : TODD WATSON, ATTORNEY AT LAW  
Account Number : I19990000260  
Phone : (904) 739-9747  
Fax Number : (904) 739-9748

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Empire Dogs, LLC**

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H08000061446 3

**ARTICLES OF ORGANIZATION**  
**OF**  
**EMPIRE DOGS, LLC**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, do hereby adopt the following Articles of Organization.

**ARTICLE 1.0**

The name of the Limited Liability Company shall be "Empire Dogs, LLC".

**ARTICLE 2.0**

The duration of the company shall be thirty (30) years.

**ARTICLE 3.0**

The primary purpose for which the Limited Liability Company is organized is to operate Orange Tree franchises which are hotdog restaurants. The company may also engage in any legal business or investment activity as the Managers may from time to time determine.

**ARTICLE 4.0**

The location of the principal office and the mailing address of the Limited Liability Company shall be 3664 Hedrick Street, Jacksonville, FL 32205.

**ARTICLE 5.0**

The admission of new Members shall be subject to the unanimous approval of the existing Members and Managers of the Limited Liability Company.

**ARTICLE 6.0**

The Limited Liability Company shall be managed by Managers and the names and addresses of the initial Managers are as follows:

- |                     |  |
|---------------------|--|
| 1. Robert V. Graham | 1750 Belmonte Avenue, Jacksonville, FL 32207 |
| 2. Robert M. Baker  | 3664 Hedrick Street, Jacksonville, FL 32205  |

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**ARTICLE 7.0**

A Member may withdraw its interest in the Company and receive a Distribution of its interest in the company only upon the affirmative vote of a majority of the Members of the Company, with each member voting in accordance with the percentage of company interest owned by the Member, not including the vote of the Member who is seeking to withdraw from the Company and the approval of a majority of the Managers of the Company, each Manager possessing one (1) vote. Furthermore, a Member's interest in the Company shall not be terminated in the event the Member makes an assignment for the benefit of creditors, files a voluntary petition of bankruptcy; or any of the other events stated in Florida Statutes §608.4237, as amended, unless the termination is approved by a majority of the Managers of the Company.

**ARTICLE 8.0**

The Company may make distributions to its Members upon the affirmative vote of a majority of the Managers, with each Manager possessing one (1) vote. Unless otherwise unanimously agreed by all of the Members and Managers, all distributions to Members shall be made in accordance with the percentage of Company interest owned by the Member.

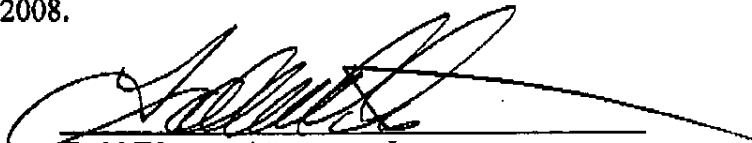
**ARTICLE 9.0**

Unless expressly prohibited by Florida law, the Company shall indemnify and hold harmless any Member or Manager from and against any and all claims, demands, costs, expenses, and legal fees against such person whatsoever which relate in any manner to or arise from the activities of the Company or assets owned by the Company.

**EXECUTION**

Todd Watson, Attorney at Law, as the authorized representative of the Company, declares under penalties of perjury that the facts stated herein are true and correct.

Dated this 10th day of March, 2008.

  
Todd Watson, Attorney at Law

H08000061446 3

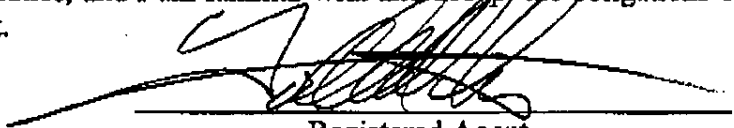
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is Empire Dogs, LLC.
2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

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.

  
\_\_\_\_\_  
Registered Agent

Dated: March 10, 2008

H08000061446 3