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EXAMINER



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SECRETARY OF STATE  
DIVISION OF CORPORATION  
08 JUN 16 PM 3:25

JD KABAM, LLC

1211 Huntington Lane  
Safety Harbor, FL 34695

May 29, 2008

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

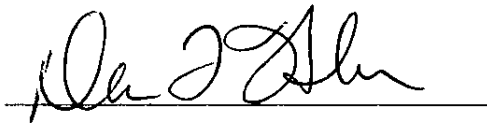
Gentlemen,

Please find enclosed the Articles of Organization for

JD KABAM, LLC

I have included the original and a copy of the Articles and a check in the amount of \$125.00 for the basic filing and a certified copy.

Sincerely yours,

A handwritten signature in black ink, appearing to read "John J. Shum", is written over a horizontal line.

V  
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SECRETARY OF STATE  
DIVISION OF CORPORATION

08 JUN 16 PM 3: 26

**ARTICLES of ORGANIZATION  
of  
JD KABAM, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the charter and for the conduct of business of the limited liability company.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The Limited Liability Company shall be named

**JD KABAM, LLC.**

Its principal office and mailing address shall be located at 1211 Huntington Lane, in the city of Safety Harbor, County of Pinellas, State of Florida 34695. However, it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

**ARTICLE II  
DURATION**

This existence of the limited liability company shall be perpetual, or until dissolved in a manner provided by the law, or as provided in the Regulations and Operating Agreements adopted by the members.

**ARTICLE III  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1211 Huntington Lane, City of Safety Harbor, County of Pinellas, State of Florida, and the name of the company's initial registered agent at that address is Dan Huber.

**ARTICLE IV  
PURPOSE AND POWERS**

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

1. To engage in any activity business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have 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 any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provision of these Articles. In addition, 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 of 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 furtherance of any of the powers set forth in these articles, either alone or 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.

B. 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 from the terms of any other clause. They shall be regarded as independent purpose and powers.

C. Nothing contained in these articles shall be deemed or construed as authorized or permitted, or purporting to authorized 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 law of the State of Florida, lawfully carry on, exercise, or do.

D. All limited company powers shall be excised under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the Managers of this limited liability company. This article may be amended from time to time as provided for in the Regulations and Operating Agreement of the limited liability company by a seventy (70%) percent vote of the Members of the limited liability Company.

## **ARTICLE V MANAGEMENT**

This limited liability company shall be managed by two Managers. A Manager's right to be a Manager terminates upon his death or incapacity. Managers are required to sign for any selling, conveying or mortgaging of all or substantially all of the Company's assets; otherwise an individual manager may act. The names and addresses of the person who shall serve until their successors are elected and qualified is as follows:

Name  
Dan Huber

Address  
1211 Huntington Lane  
Safety Harbor, FL 34695

Jeffrey Gunter

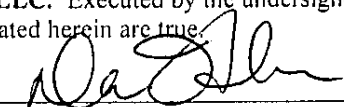
1211 Huntington Lane  
Safety Harbor, FL 34695

**ARTICLE VI**  
**MEMBERSHIP RESTRICTIONS**

- A. Members shall have the right to admit new Members as set forth on Exhibit B attached hereto and made apart hereof. Contribution required of new Members shall be determined as of the time of admission to the limited liability company.
- B. Except as provided in paragraph "C" below, a Member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of the Manager(s), if any, and if none, then with the consent of fifty-one per cent (51%) of the members.
- C. 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 with the consent of thirty percent (30%) of the remaining Members. On the Death of a Member, such Member's interest may be dealt with and/ or pass as provided in Exhibit B attached hereto and the Regulations and Operating Agreement.

The undersigned, being one of the original Members of the limited company, certifies that this instrument constitutes the Articles of Organization of **JD KABAM, LLC**. Executed by the undersigned at 9:00 A.M. on May 29, 2008. Under penalties of perjury, the facts stated herein are true.

X


  
Dan Huber

CERTIFICATE OF REGISTERED AGENT

In Compliance with Section 48.091 and 607.034 of the Florida Statutes, the  
following is submitted:

The **JD KABAM, LLC**, desiring to qualify under the laws of the State of Florida,  
with its principal place of business in the City of Safety Harbor, State of Florida, has Named  
DAN HUBER, 1211 Huntington Lane., Tampa, Florida 34695, as its Registered  
Agent to accept service of process within the State of Florida.

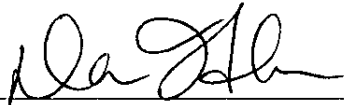
May 29, 2008

By:   
DAN HUBER  
Subscriber

Having been named to accept service of process for the above state corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

May 29, 2008

By: \_\_\_\_\_

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

DAN HUBER  
Registered Agent

Form **SS-4**

(Rev. July 2007)

Department of the Treasury  
Internal Revenue Service**Application for Employer Identification Number**

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

OMB No 1545-0003

EIN

**37-1568094**

▶ See separate instructions for each line.

▶ Keep a copy for your records.

Type or print clearly.

1 Legal name of entity (or individual) for whom the EIN is being requested <b>JD KABAM, LLC</b>		
2 Trade name of business (if different from name on line 1) <b>Rise &amp; Dine</b>	3 Executor, administrator, trustee, "care of" name	
4a Mailing address (room, apt., suite no. and street, or P.O. box) <b>1211 Huntington Lane</b>	5a Street address (if different) (Do not enter a P.O. box.)	
4b City, state, and ZIP code (if foreign, see instructions) <b>Safety Harbor, FL 34695</b>	5b City, state, and ZIP code (if foreign, see instructions)	
6 County and state where principal business is located <b>Pinellas, FL</b>		
7a Name of principal officer, general partner, grantor, owner, or trustor <b>Dan Huber</b>	7b SSN, ITIN, or EIN <b>306-80-2052</b>	
8a Is this application for a limited liability company (LLC) (or a foreign equivalent)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		8b If 8a is "Yes," enter the number of LLC members <b>2</b>
8c If 8a is "Yes," was the LLC organized in the United States? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
9a Type of entity (check only one box) Caution. If 8a is "Yes," see the instructions for the correct box to check.		
<input type="checkbox"/> Sole proprietor (SSN) _____ <input type="checkbox"/> Partnership _____ <input checked="" type="checkbox"/> Corporation (enter form number to be filed) ▶ <b>1120S</b> <input type="checkbox"/> Personal service corporation _____ <input type="checkbox"/> Church or church-controlled organization _____ <input type="checkbox"/> Other nonprofit organization (specify) ▶ _____ <input type="checkbox"/> Other (specify) ▶ _____		
<input type="checkbox"/> Estate (SSN of decedent) _____ <input type="checkbox"/> Plan administrator (TIN) _____ <input type="checkbox"/> Trust (TIN of grantor) _____ <input type="checkbox"/> National Guard <input type="checkbox"/> State/local government <input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government/military <input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises Group Exemption Number (GEN) ▶ _____		
9b If a corporation, name the state or foreign country (if applicable) where incorporated	State <b>Florida</b>	Foreign country
10 Reason for applying (check only one box)		
<input checked="" type="checkbox"/> Started new business (specify type) ▶ <b>Limited Liability Company</b> <input type="checkbox"/> Hired employees (Check the box and see line 13.) <input type="checkbox"/> Compliance with IRS withholding regulations <input type="checkbox"/> Other (specify) ▶ _____		
<input type="checkbox"/> Banking purpose (specify purpose) ▶ _____ <input type="checkbox"/> Changed type of organization (specify new type) ▶ _____ <input type="checkbox"/> Purchased going business <input type="checkbox"/> Created a trust (specify type) ▶ _____ <input type="checkbox"/> Created a pension plan (specify type) ▶ _____		
11 Date business started or acquired (month, day, year). See instructions. <b>5/29/2008</b>		12 Closing month of accounting year <b>December</b>
13 Highest number of employees expected in the next 12 months (enter -0- if none). Agricultural <b>0</b> Household <b>0</b> Other <b>0</b>		14 Do you expect your employment tax liability to be \$1,000 or less in a full calendar year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (If you expect to pay \$4,000 or less in total wages in a full calendar year, you can mark "Yes.")
15 First date wages or annuities were paid (month, day, year) Note. If applicant is a withholding agent, enter date income will first be paid to nonresident alien (month, day, year) ▶ <b>1/1/2009</b>		
16 Check one box that best describes the principal activity of your business		
<input type="checkbox"/> Construction <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Transportation & warehousing <input checked="" type="checkbox"/> Accommodation & food service <input type="checkbox"/> Real estate <input type="checkbox"/> Manufacturing <input type="checkbox"/> Finance & insurance <input type="checkbox"/> Other (specify) _____		
17 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided <b>Restaurant Food Service</b>		
18 Has the applicant entity shown on line 1 ever applied for and received an EIN? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," write previous EIN here ▶		

Third Party Designee	Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.	
	Designee's name	Designee's telephone number (include area code)
	Address and ZIP code	Designee's fax number (include area code)

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Name and title (type or print clearly) ▶

Signature ▶

Date ▶ **6-5-08**

Applicant's telephone number (include area code)

Applicant's fax number (include area code)

For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form **SS-4** (Rev. 7-2007)

(11A)