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2008 OCT 24 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: CARIBBEAN REGGAE CAFÉ, LLC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: VELMA JOAN HENRY

Name (Printed or typed)

4800 HIGHLAND DRIVE

Address

TAMARAC, FL 33319

City, State & Zip

954-739-6848

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

Limited Liability Company

Articles of Organization

We, the undersigned, who intend to form and create a Limited Liability Company, PURSUANT TO THE Statutes of the State of Florida, do hereby state and certify the following:

ARTICLE I NAME

The name of the Liability Company is **Caribbean Reggae Café, LLC.**

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

6190 W. Oakland Park Blvd
Sunrise, FL 33313

Mailing Address:

6190 W. Oakland Park Blvd
Sunrise, FL 33313

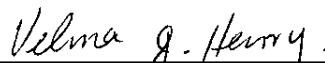
ARTICLE III

Registered Agent, Registered Office, & Registered Agent's Signature:

The name and Florida street address are:

Velma Joan Henry
4800 Highland Drive
Tamarac, FL 33319

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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

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**ARTICLE IV
MANAGER (S) OR MANAGING MEMBER (S)**

The name and address of each Manager or Managing Member is as follows:

<u>Title:</u>	<u>Name and Address:</u>
MGRM	Velma Joan Henry 4800 Highland Drive Tamarac, FL 33319
MGRM	Herbert Gumbs 600 Walker Ct. Canton, FL 30114
MBR	George Patrick Henry 4800 Highland Drive Tamarac, FL 33319
MBR	Odeth Gumbs 600 Walker Ct. Canton, FL 30114

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ARTICLE V

The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the above named State.

**ARTICLE VI
INDEMNIFICATION**

- a. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suitor proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order,

(CONTINUED)

settlement, conviction, or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.

- b. The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnization; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.
- c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

ARTICLE VII COMPOSITION OF MANAGEMENT

The management of the company will be vested in a board of managers, consisting of a number not more than 2, who are required to be members of the company, designated in accordance with the terms of the company operating agreement.

ARTICLE VIII CAPITAL

The amount of capital each Member has contributed or has agreed to contribute:

Member Capital Contributed

Velma Joan Henry
\$300

Herbert Gumbs
\$300

George Patrick Henry
\$200

Odeth Gumbs
\$200

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ARTICLE IX
MEMBERS

The company shall have the right to add additional Members according to the terms of the Operating Agreement.

The Members may only discontinue business upon an event of dissolution only according to the terms of the Operating Agreement.

The company shall be initially organized with at least two Members.

ARTICLE X

Effective date of filing: October 17, 2008.

SIGNATURE:

Velma J. Henry
Signature of member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me on this 17th day of October, 2008, by _____ who is personally known to me or who has produced _____ as identification.

Archie Grant
Notary Public

[Signature]
Signature of Notary Public-State of FL

4/3/09

My Commission expires:

Personally Known OR Produced Identification 3/4
Type of Identification Produced H560-870-50-918-0

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