

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MIC's LANDING, LLC

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MAY 22 2009

EXAMINER

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**ARTICLES OF ORGANIZATION
OF**

MIC's LANDING, LLC

A Florida Limited Liability Company

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The undersigned hereby certifies these articles have been executed for the purpose of forming 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

LIMITED LIABILITY COMPANY NAME

The name of the limited liability company shall be Mic's Landing, LLC, and its principal place of business shall be in the County of Indian River, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

LIMITED LIABILITY COMPANY PURPOSE

The general nature of the business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in the management and catering of food service, and any activity or business authorized under the Florida Statutes.

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2. In general, to carry on any and all incidental business; to have and to exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth herein 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 on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and 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 thereof, 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 herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 the furtherance

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of any of the powers set forth herein, either alone or in 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.

7. The several clauses contained in this statement of the general nature of the business to be transacted shall be construed as both purposes and powers of this limited liability company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

LIMITED LIABILITY COMPANY POWERS

All powers of this limited liability company and the business and affairs of this limited liability company shall be managed under the direction of Michael L. Estes, the sole member of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company.

ARTICLE IV

LIMITED LIABILITY COMPANY DURATION

This limited liability company shall have perpetual existence.

ARTICLE V

LIMITED LIABILITY COMPANY PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal office and mailing address of this limited liability company shall be at 2805

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Airport Dr. Vero Beach, Florida 32960.

ARTICLE VI

TRANSFER OF MEMBERSHIP INTERESTS

A member's interest is assignable in whole or in part. The assignee of a member's interests shall become a member of the company, upon assignment, only if approved by the members as provided in the Operating Agreement and to the extent assigned, shall have the rights and powers, and is subject to the restrictions and liabilities, of the assigning member under these Articles of Organization, the Operating Agreement, and Florida law.

ARTICLE VII

MEMBERSHIP CERTIFICATES

The company may, but is not obligated, to issue certificates of membership interest.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

ADDRESS OF ORGANIZER

The address of the initial registered office of the limited liability company and of the organizer is Stewart, Evans, Stewart & Emmons, P.A. 3355 Ocean Dr. Vero Beach, Florida 32963, County of Indian River, State of Florida, and the name of its initial registered agent is Jennifer D. Peshke, Esquire.

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Signature Page to Follow

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The undersigned, being the original member of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of MIC'S LANDING, LLC.

Executed at Vero Beach, Indian River County, Florida on 5/20/09 2009.


MICHAEL L. ESTES

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

May The foregoing instrument was acknowledged before me this 20th day of May, 2009, by MICHAEL L. ESTES, who is _____ personally known to me or who has produced Fl. Diver's license as identification.
~~#6232 552 58 346 0~~


Notary Public



BONNIE L. MILLER
MY COMMISSION # DD 448731
EXPIRES: July 23, 2009
Bonded Thru Budget Notary Services

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION

Jennifer D. Peshke, Esquire, an individual residing in this state having a business office in the State of Florida, County of Indian River, which serves as the registered office of the company named above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization.

Jennifer D. Peshke, Esquire is familiar with and accepts the obligations of the position of Registered Agent under Section 608.415, Florida Statutes.


JENNIFER D. PESHKE, ESQ.

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