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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W09-55689
BRYAN DEC 24 2009

J. BRYAN

JAN 27 2009

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 24, 2009

LOUINES JOSEPH
3415 101 AVE E
BRADENTON, FL 34219

SUBJECT: BLUE RIBBON CHICKEN LLC
Ref. Number: W09000055689

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TALLAHASSEE, FLORIDA

We have received your document for BLUE RIBBON CHICKEN LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law does not allow a sole proprietorship to file a conversion. A sole proprietorship is a business owned and operated by one individual. As a sole proprietor, the one individual owner is responsible for making all of the business decisions and all of the debts of the business are considered to be the debts of the one individual owner, as well. The sole proprietorship may or may not conduct business under the one individual owner's legal name. Because the business and the individual are considered as one organization and need each other to co-exist from a legal perspective, a sole proprietorship is not considered a business entity and cannot, therefore, file a conversion under Florida law.

If your sole proprietorship is actually owned and operated by two or more individuals and those individuals serve in the capacity of a partner, your business may not be a sole proprietorship. Your business may meet the definition of a partnership in accordance with Chapter 620, Florida Statutes. Chapter 620, Florida Statutes, allows a partnership to file a conversion. However, the partnership must first file a statement of registration in accordance with section 620.8105, Florida Statutes.

We are enclosing a statement of registration should your business entity meet the criteria of a partnership and you wish to proceed with the conversion. Please note the fee to register a partnership is \$50. To proceed with the conversion, please correct your conversion documents to reflect your current business entity is a partnership and resubmit the conversion documents along with the enclosed registration statement and an additional fee of \$50.

This office strongly suggests that you seek legal advice concerning this matter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 809A00039137

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TALLAHASSEE, FLORIDA

LAW OFFICES OF
DAVID W. WILCOX

308 THIRTEENTH STREET WEST
BRADENTON, FLORIDA 34205

TELEPHONE: (941) 746-2136

MAILING ADDRESS:
P. O. BOX 711
BRADENTON, FLORIDA 34206
TELECOPIER: (941) 747-2108
EMAIL: dwilcox@wilcox-law.com

January 15, 2010

Mr. Joey Bryan
Regulatory Specialist II
Division of Corporations
PO Box 6327
Tallahassee, Florida 32317

RE: Blue Ribbon Chicken, LLC
Ref No. W09000055689

Dear Mr. Bryan:

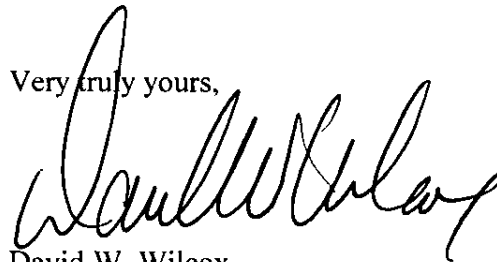
Enclosed herewith you will find original Articles of Organization for the above referenced business.

The principals of the business originally attempted to convert their sole proprietorship to an LLC and you properly notified them that such was not appropriate. I have enclosed a copy of your letter for reference.

Please allocate a portion of the \$150.00 fee they originally sent to the filing fee for the LLC and refund the balance to them.

Thank you for your help with this matter.

Very truly yours,



David W. Wilcox

DWW: mlj
Enclosure
Copy: Clients

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 19, 2010

LOUINES JOSEPH
3415 101 AVE E
BRADENTON, FL 34219

SUBJECT: BLUE RIBBON CHICKEN LLC
Ref. Number: W09000055689

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10 JAN 26 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BLUE RIBBON CHICKEN LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 610A00001424

LAW OFFICES OF
DAVID W. WILCOX

308 THIRTEENTH STREET WEST
BRADENTON, FLORIDA 34205

TELEPHONE: (941) 746-2136

MAILING ADDRESS:
P. O. Box 711
BRADENTON, FLORIDA 34206

TELECOPIER: (941) 747-2108

EMAIL: dwilcox@wilcox-law.com

January 25, 2010

Mr. Joey Bryan
Regulatory Specialist II
Division of Corporations
PO Box 6327
Tallahassee, Florida 32317

RE: Blue Ribbon Chicken, LLC
Ref No. W09000055689

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TALLAHASSEE, FLORIDA

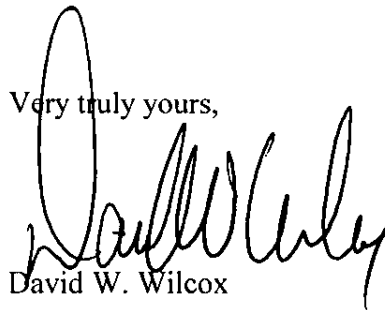
Dear Mr. Bryan:

Enclosed are the Articles of Incorporation and an executed Designation of Registered Agent for the above referenced company.

I enclose a copy of your letter dated January 19, 2010 for your reference.

Thank you for your assistance in this matter.

Very truly yours,



David W. Wilcox

DWW: mlj
Enclosures
Copy: Clients

**ARTICLES OF ORGANIZATION
OF**

BLUE RIBBON CHICKEN, LLC

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TALLAHASSEE, FLORIDA

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 authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **BLUE RIBBON CHICKEN, LLC**, and its principal office shall be located at 5012 15th Street East, Bradenton, Florida 34203, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

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

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and 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 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 these 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, 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 the furtherance of any of the powers set forth in these Articles, 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.

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 to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

1. Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

| | |
|------------------------|---|
| LOUINES JOSEPH | 3415 101 st Avenue East Parrish, Florida 34219 (US) |
| LOUSETTE JOSEPH | 3415 101 st Avenue East Parrish, Florida 34219 (US) |

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2. The members may designate one of the members to act as the primary manager of the company.

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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 on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100 cash shall be paid to the limited liability company by the three members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being January 1, 2010.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5012 15th Street East, Bradenton, Florida 34203 and the name of the company's initial registered agent and his address is David W. Wilcox, Esquire, 308 13th Street East, Bradenton, Florida 34205.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **BLUE RIBBON CHICKEN, LLC**.

Executed by the undersigned at Bradenton Florida on January 15, 2010.

BLUE RIBBON CHICKEN, LLC

By: 
LOUNES JOSEPH,
Member/Manager

By: 
LOUSETTE JOSEPH,
Member, Manager

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TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

**STATE OF FLORIDA
COUNTY OF MANATEE**

PURSUANT TO the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **BLUE RIBBON CHICKEN, LLC.**

The name of the registered agent for **BLUE RIBBON CHICKEN, LLC** is DAVID W. WILCOX, Esquire and the street address of the registered agent is 308 13th Street West, Bradenton, Florida 34205.

This statement is to acknowledge that, as indicated above, **BLUE RIBBON CHICKEN, LLC** has appointed me, DAVID W. WILCOX, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

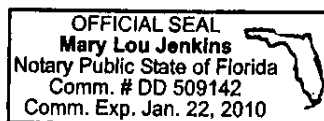
Executed this

Jan 22, 2010

REGISTERED AGENT


DAVID W. WILCOX, Esquire

THE FOREGOING INSTRUMENT was acknowledged before me this Jan 22
2010 by **DAVID W. WILCOX**, agent on behalf of **BLUE RIBBON CHICKEN, LLC**, a limited liability company, who is personally known to me.




NOTARY PUBLIC

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