

Division of Corporations

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## FLORIDA LIMITED LIABILITY CO. Quail Creek Catering, L.L.C.

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## ARTICLES OF ORGANIZATION OF QUAIL CREEK CATERING, L.L.C.

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608 Florida Statutes, hereby makes, acknowledges and files the following articles of organization.

### ARTICLE I

#### *Name*

The name of the limited liability company is **QUAIL CREEK CATERING, L.L.C.**

### ARTICLE II

#### *Term of Existence*

This limited liability company shall have perpetual existence commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

### ARTICLE III

#### *Initial Principal Office*

The mailing address and street address of the principal office of the limited liability company is

12399 Northeast 224th Street  
Okeechobee, Florida 34972

The members may from time to time, change the street and post office address of the company, as well as the location of its principal office.

### ARTICLE IV

#### *Registered Agent, Registered Office and Registered Agent's Signature*

The name and Florida street address of the registered agent are:

E. Rollins Brown II, Esq.  
Brown & Brown, L.L.P.  
1626 90th Avenue  
Vero Beach, Florida 32966

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

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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 as provided in Chapter 608, F.S.

Signed:

  
E. Rollins Brown II, Esq.**ARTICLE V***Additional Members*

The members have the rights to admit additional members upon written consent by a majority of the members as to the admission of an additional member.

**ARTICLE VI***Continuation of Business*

The remaining members of the limited liability company have the right to continue the business upon the dissociation of a member or the occurrence of any event which terminates the continued membership of a member in the limited liability company.

**ARTICLE VII***Management*

The limited liability company is to be managed by one or more managers. Harris W. Hudson shall serve as initial sole manager.

**Operating Management.** Fred Fanizzi and Maria Fanizzi are appointed as General Managers to serve at the pleasure of the Managing Member and may be replaced in the sole discretion of the Managing Member. The General Managers are not Members or Managing Members, but are at-will employees of the Company. The General Managers, while he or she serve in this capacity and without further authorization, shall have the power to conduct all affairs of whatever type of nature on behalf of the Company with the full force and effect as if the Managing Member had done so. This shall include all powers customarily held by a President of a Corporation or a Managing Member of a Limited Liability Company. This shall include the power to buy and sell assets, apply for license of any nature, pay taxes, enter into contracts, hire and terminate employees, open bank accounts and any other functions whatsoever.

**ARTICLE VIII***Indemnification*

Pursuant to Section 608.4229 of the Act and the Operating Agreement of the Company, this Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager,

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member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as a manager, member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

#### ARTICLE IX

##### *Amendment*

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Member is subject to this reservation.

#### ARTICLE X

##### *Operating Agreement*

This limited liability company and its members are governed by an Operating Agreement which has been executed and is located at the principal place of business.

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**ARTICLE XI**  
*Nature of Business*

This limited liability company is formed for the purpose of transacting any or all lawful business.

**ARTICLE XII**  
*Initial Members*

The initial members of this limited liability company are:

Harris W. Hudson 100%

(In accordance with §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.)

Signed:   
E. Rollins Brown II, ESQ., Authorized Representative of Member(s)

Date: December 8, 2010.

*These Articles of Organization prepared on December 8, 2010 by:*

E. Rollins Brown II, Esq.  
Brown & Brown, L.L.P.  
1626 90th Avenue  
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