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TALLAHASSEE, FLORIDA

K. SALY  
EXAMINER  
JUN 13 2012



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 29, 2012

SEMINOLE DONUTS, LLC  
HERBERT SERPA  
22 EQUESTRIAN RD.  
SALEM, NH 03079

SUBJECT: SEMINOLE DONUTS, LLC  
Ref. Number: L11000032639

We have received your document for SEMINOLE DONUTS, LLC and your check(s) totaling \$30.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Organization.

If you have any questions concerning the filing of your document, please call (850) 245-6870.

Karen A Saly  
Regulatory Specialist II

Letter Number: 712A00015417

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** SEMINOLE DONUTS LLC  
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Herbert Serpa  
Name of Person

Seminole Donuts LLC  
Firm/Company

22 Equestrian Rd  
Address

Salem, N.H 03079  
City/State and Zip Code

HJSERPA at Comcast.NET  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Herbert Serpa at (781) 526 5105  
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RESTATED ARTICLES OF ORGANIZATION**

**OF**

**SEMINOLE DONUTS, LLC**

FILED  
12 JUN 12 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned certifies that we have associated ourselves for the purposes 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 **SEMINOLE DONUTS, LLC**

And the address of its principal office is 6601 Memorial Ave, Tampa, Florida 33613 in the county of Hillsborough Ave., State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate. The mailing address is P.O BOX 1799, OLDSMAR, FLORIDA 34677

**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:

Notwithstanding anything to the contrary contained in the Articles of Organization and / or Operating Agreement, the purpose of the entity shall be limited to those activities set forth in Section 10.6 of the Dunkin Donuts Franchise Agreement, and in the event of any conflict between the provisions of the Articles of Organization and / or Operating Agreement, the amended Operating Agreement shall prevail.

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 Operating Agreement of the limited liability company by a majority vote of the members of the limited liability company.

**ARTICLE IV**

**MANAGEMENT**

This limited liability company is to be initially managed by ONE (1) Manager- Member and two (2) Members. The names and addresses of the persons who shall serve as Member-Manager and Members until the first annual meeting of the members or until successors are elected and qualified are as follows:

Herbert Serpa – Member	22 Equestrian Rd, Salem, NH 03079
Gregg Serpa – Member- Manager	6602 Sea Fairer Dr., Tampa, FL 33615
Andre Serpa – Member	559 E 2 <sup>nd</sup> St., Boston, MA 02127

## **ARTICLE V**

### **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by majority 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 a majority written consent of all the members, as well as pursuant to any and all applicable provisions of the Company's Operating Agreement and Company's Comprehensive Buy-Sell Agreement. Notwithstanding the previous sentence, in the event that the Articles of Organization and/or the Company's Operating Agreement are inconsistent with the transfer of Membership interest provisions of the Company's Comprehensive Buy-Sell Agreement, if in effect, the Comprehensive Buy-Sell Agreement shall control. 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 majority consent of the remaining members.

## **ARTICLE VI**

### **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 the distributive share of the profits specified as follows:

Profits shall be allocated in accordance with the Company Capital Account balances.

Additionally, the distributive share of the profits shall be determined and paid to the members each year as determined by the members.

- (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 the following shares:

Losses shall be allocated in accordance with the Company's Capital Account balances.

#### **ARTICLE VII**

#### **DURATION**

The date and time when the existence of the limited liability company shall commence on the date of filing of these Articles with the Florida Secretary of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

#### **ARTICLE VIII**

#### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial office of the limited liability company is 6601 Memorial Blvd. Suite # 109, Tampa, Florida 33613 in the county of Hillsborough, State of Florida, and the name of the company's initial registered agent at that address is Herbert Serpa

The undersigned, being an authorized representative, or member, of the limited liability company, certifies that this instrument constitutes the Articles of Organization of

**SEMINOLE DONUTS, LLC**

Executed by the undersigned on June 6, 2012

A handwritten signature in cursive script that reads "Herbert Serpa". The signature is written in black ink and is positioned above a horizontal line.

Herbert Serpa -Member

**EXHIBIT A**

**SEMINOLE DONUTS, LLC**

**MANAGER/MEMBER UNIT INTERESTS**

	<b><u>UNITS</u></b>	<b><u>PERCENTAGE</u></b>
HERBERT J. SERPA – MEMBER	50	50%
GREGG SERPA – MEMBER-MANAGER	25	25%
ANDRE SERPA- MEMBER	25	25%

**ACCEPTANCE BY REGISTERED AGENT**

**Having been named as registered agent and to accept service of process for SEMINOLE DONUTS, LLC 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 status relating to the property 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, Florida Statutes.**

  
**Herbert Serpa, Registered Agent**