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APR 6 2011

EXAMINER



500200143665

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11 APR -6 PM 1:42

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 APR -6 PM 2:24



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 734724 4306245

AUTHORIZATION :

COST LIMIT : \$125.00

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DIVISION OF CORPORATIONS
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ORDER DATE : April 6, 2011

ORDER TIME : 10:54 AM

ORDER NO. : 734724-005

CUSTOMER NO: 4306245

DOMESTIC FILING

NAME: VELOCITY BRANDS MANATEE, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XXX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young - EXT. 2962

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Velocity Brands Manatee, LLC
Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

Brooke Morrissey
Name of Person

Sherin and Lodgen LLP
Firm/Company

101 Federal Street
Address

Boston, MA 02110
City/State and Zip Code

tjconks@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brooke Morrissey at (617) 646-2178
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 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

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Velocity Brands Manatee, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

3 Cotton Farm Lane

North Hampton, NH

03862-2200

Mailing Address:

Same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee, FL 32301

City, State, and Zip

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 agent as provided for in Chapter 608, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

Elizabeth Smith
Assistant Vice President

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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:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Terence J. Conklin

3 Cotton Farm Lane

North Hampton, NH 03862-2200

MGR

Allen K. Deary

3 Cotton Farm Lane

North Hampton, NH 03862-2200

MGR

Steven Townsend

3 Cotton Farm Lane

North Hampton, NH 03862-2200

(Use attachment if necessary): See Exhibit A hereto, incorporated herein by reference.

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:

Velocity Brands Holdings, LLC

By: 

Signature of a member or an authorized representative of a 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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Terence J. Conklin, Manager

Typed or printed name of signer

Filing Fees:

\$ 125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

Exhibit A to Articles of Organization of

Velocity Brands Manatee, LLC

The following additional provisions are incorporated by reference into the Articles of Organization of Velocity Brands Manatee, LLC (the "Company"), as if set forth in full therein:

1. The Company is not to have a specific date of dissolution/termination.
2. The sole purpose of the Company is to operate convenience restaurants under the Dunkin Donuts and/or Baskin Robbins brands, including the acquisition, development, construction, renovation, operation and disposition of such restaurants, and all activities incidental to such purpose, including entering into and performing its obligations in respect of franchise/store development agreements for such brands. The Company may not engage in any other activity.
3. No Member or Manager of the Company shall, as such, be liable for any obligations of the Company.
4. No Member may, in such capacity, act for, contract on behalf of or in any other way bind the Company, except as may be expressly authorized by the Managers.
5. The Operating Agreement of the Company may provide for one or more classes of Members, with such relative rights, powers, preferences and limitations as the Operating Agreement may from time to time provide.
6. To the fullest extent that applicable law, as the same exists or may hereafter be amended, permits elimination or limitation of the liability of Managers and/or officers of the Company, no such Manager and/or officer shall be liable to the Company or its Members for monetary damages on account of any breach of the duties of such Manager and/or officer.