

L11000041718

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ WAIT☐ MAIL

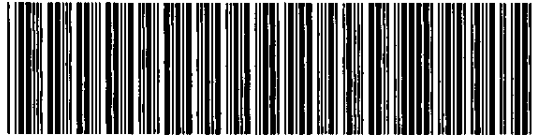
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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J. SAULSBERRY  
EXAMINER

DEC 20 2012

**KIRSCHNER & LEGLER, P.A.**  
ATTORNEYS AT LAW

1431 Riverplace Blvd. • Suite 910 • Jacksonville, FL • 32207  
The Peninsula

KENNETH M. KIRSCHNER  
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Phone: 904.346.3200 Fax: 904.346.3299

MITCHELL W. LEGLER  
mwlegler@leglerlaw.com

December 17, 2012

**Via Federal Express**

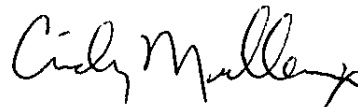
Florida Department of State  
**Attn: Registration Section**  
**Division of Corporation**  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Amended and Restated Articles of Organization  
Rocca Restaurant, LLC

Ladies & Gentlemen:

We enclose Amended and Restated Articles of Organization for filing with your office together with our check in the amount of \$25.00 to cover the filing fee.

Sincerely,



Cindy M. Mullennix,  
Assistant to Mitchell W. Legler

Enclosures

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
ROCCA RESTAURANT, LLC  
(#L11000041718)**

Pursuant to Section 608.0411, Florida Business Company Act, **ROCCA RESTAURANT, LLC**, a Florida limited liability company (the "Company") hereby certifies that the following Amended and Restated Articles were duly adopted by the Management Committee of the Company (the "Management Committee") on December 17, 2012, and were, on that date, ratified and approved by the shareholders of the Company in restatement and substitution for the prior Articles of Organization of the Company (the "Existing Articles of Organization").

Accordingly, the existing Articles of Organization are hereby restated in their entirety to read as follows:

**ARTICLES OF ORGANIZATION  
OF  
ROCCA RESTAURANT, LLC**

In accordance with the provisions of the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, (the "Act") the undersigned, sole organizer of a Florida limited liability company, and an authorized representative of a Member of the Company hereby certifies as follows:

**ARTICLE I -- NAME**

The name of the limited liability company is **ROCCA RESTAURANT, LLC** (the "**Company**").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company in the State of Florida is 4017 Alcazar Avenue, Jacksonville, FL 32207.

**ARTICLE III -- REGISTERED AGENT & OFFICE**

The name and address of the Company's registered agent is Mitchell W. Legler, 1431 Riverplace Blvd., #910, Jacksonville, Florida, 32207. The Company may designate another registered agent at any time.

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#### ARTICLE IV -- MANAGEMENT

The Company shall be managed by a Management Committee and officers elected by the Management Committee all as provided in the Limited Liability Company Operating Agreement of the Members. This Company is not managed by one or more managers and is therefore not a manager-managed company.

#### ARTICLE V -- OWNERSHIP

Ownership interests in the Company by its Members may be evidenced by certificates signed by the president or any vice-president of the Company and by the secretary or any assistant-secretary of the Company. Transfers of certificates are restricted by the terms of the Limited Liability Company Operating Agreement among the Members of the Company.

#### ARTICLE VI -- OPERATING AGREEMENT

The management, operation and ownership of the Company shall be governed by a Limited Liability Company Operating Agreement, the power to adopt, alter amend or repeal which shall be vested in the Members of the Company.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Organization this 17<sup>th</sup> day of December, 2012, and, in accordance with section 608.0411, Florida Statutes, acknowledges that this document constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct.

  
MITCHELL W. LEGLER

#### ACCEPTANCY BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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, Florida Statutes.

  
MITCHELL W. LEGLER

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