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FLANIGAN'S CALUSA CENTER, LLC

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K. SALY
EXAMINER

OCT 17 2011

ARTICLES OF ORGANIZATION
OF
FLANIGAN'S CALUSA CENTER, LLC

FILED
11 OCT 14 AM 10:30
CLERK OF STATE
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 liabilities companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of the limited liability company.

ARTICLE I
NAME, PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The name of the limited liability company shall be **FLANIGAN'S CALUSA CENTER, LLC**, and its principal office and mailing address shall be located at **5059 N.E. 18th Avenue, Fort Lauderdale, Florida 33334** but it shall have the power and authority to establish branch offices at any other place or places as the manager or managers 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

Jeffrey D. Kastner, Esquire
4474 Weston Road, PMB 122
Davie, Florida 33331
Telephone: 954-252-0555
Florida Bar #263249

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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 law, lawfully carry on, exercise, or do.

ARTICLE III MANAGERS/EXERCISE OF POWERS

The management of the limited liability company shall be vested pursuant to the Operating Agreement in a manager or managers, who shall be appointed by the members and who shall have the exclusive right to control and manage the limited liability company. The initial manager of the limited liability company will be **FLANIGAN'S ENTERPRISES, INC.**, a Florida corporation of 5059 N.E. 18th Avenue, Fort Lauderdale, Florida 33334. The members shall not

take part in the management and control of the limited liability company and shall have no power to bind the limited liability company.

ARTICLE IV MEMBERSHIP RESTRICTIONS

A member's interest in the limited liability company may be evidenced by a certificate of membership interest signed by the manager or managers, which may be assigned or transferred. The right to assign or transfer a member's interest in the limited liability company is limited by the provisions of the Operating Agreement.

ARTICLE V DURATION

This limited liability company shall exist until dissolved in a manner provided by law or by the approval of the manager or managers and the unanimous vote of the members of the limited liability company.

In the event of 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 have the right under the Operating Agreement to continue the business of the limited liability company.

ARTICLE VI INITIAL PRINCIPAL OFFICE AND RESIDENT AGENT

The address of the initial principal office of the limited liability company is 5059 N.E. 18th Avenue, Fort Lauderdale, Florida 33334.

The name of the company's initial resident agent is JEFFREY D. KASTNER, whose business address is 5059 N.E. 18th Avenue, Fort Lauderdale, Florida 33334.

The undersigned, being an original member and organizer of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of FLANIGAN'S CALUSA CENTER, LLC.

EXECUTED by the undersigned at Fort Lauderdale, Florida on this the 14th day of October, 2011.

FLANIGAN'S ENTERPRISES, INC.

By:

Jeffrey D. Kastner as CFO & Secretary
JEFFREY D. KASTNER, CFO & Secy

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ACCEPTANCE OF RESIDENT AGENT
DESIGNATED IN ARTICLES OF ORGANIZATION

JEFFREY D. KASTNER, having been designated as the Resident Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Resident Agent pursuant to Florida Statute §608.407(d)



JEFFREY D. KASTNER

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