

Division of Corporations

Page 1 of 1

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FLORIDA LIMITED LIABILITY CO.
Rest Group, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

D. BRUCE
NOV 17 2011
EXAMINER

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**ARTICLES OF ORGANIZATION
OF
REST GROUP, LLC**

THE UNDERSIGNED hereby certify that he intends to form 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. The undersigned further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **REST GROUP, LLC**

**ARTICLE II
ADDRESS**

The mailing and street address of the Company's principal office is:

4236 Gulf Shore Boulevard North
Naples, Florida 34104

**ARTICLE III
PURPOSES**

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

- A. To engage in any activity or business authorized under the Florida Statutes, including but not limited to acquire, develop, own, operate, manage, and invest in restaurant and food service businesses and all lawful business activities related or incidental thereto.
- B. 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 herein set forth to the same extent as a natural person might or could do.

**ARTICLE IV
DURATION**

The duration for the Company is perpetual.

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**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Florida is **MICHAEL J. VOLPE**, and the address of the Company's registered agent in Florida is Robins, Kaplan, Miller & Ciresi, L.L.P., 711 Fifth Avenue South, Suite 201, Naples, Florida 34102.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the Members.

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

Members of the Company have the right to admit new Members. Additional Members may be admitted only by the affirmative vote or written consent of a majority-in-interest of the Members unless otherwise provided in the Company's Operating Agreement. The existing Members shall determine the amount and nature of the contribution by new Members at the time the new Members are admitted.

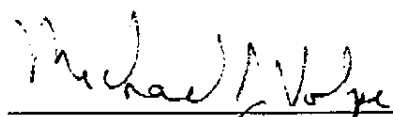
**ARTICLE VIII
CONTINUATION OF BUSINESS OPERATIONS**

The Company may continue its business operations upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in a limited liability Company only upon the unanimous approval of the remaining Members, unless otherwise provided in the Company's Operating Agreement.

**ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST**

A Member's interest in the Company shall not be transferred unless the transfer is approved by the Members in accordance with the Company's Regulations.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 15th day of November, 2011.



MICHAEL J. VOLPE
As Authorized Representative

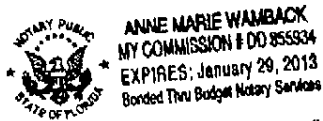
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STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15th day of November, 2011, by **MICHAEL J. VOLPE**, as **Authorized Representative** who (is personally known to me) (has produced a driver's license/picture identification) and did/did not take an oath.

My Commission Expires:



Anne Marie Wamback
 NOTARY PUBLIC (SEAL)
Anne Marie Wamback
 Typed or printed name

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.


The name of the limited liability company is: **REST GROUP, LLC**

The name and address of the Registered Agent and office is:

MICHAEL J. VOLPE, ESQUIRE
ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.
711 Fifth Avenue South, Suite 201
Naples, Florida 34102

Having been named as Registered Agent 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.

Dated this 15th day of November, 2011.



MICHAEL J. VOLPE

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This instrument prepared by:
MICHAEL J. VOLPE, ESQUIRE
ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.
711 Fifth Avenue South, Suite 201
Naples, Florida 34102

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