

L12000000556

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

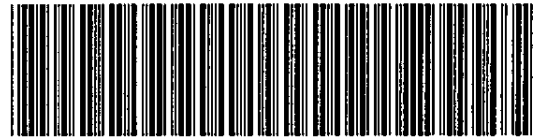
Certified Copies

Certificates of Status

Special Instructions to Filing Officer:

*Conversion*

Office Use Only



100215624091

12/29/11--01020--007 \*\*720.00

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2011 DEC 29 AM 8:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. SAULSBERRY  
EXAMINER

JAN 3 2012

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BROOKS RESTAURANT LLC  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

KENNETH A. WENZEL

(Contact Person)

HANKINS NORTHWOOD ROMAN WENZEL P.L.

(Firm/Company)

1800 N. MILITARY TRAIL, SUITE 160

(Address)

BOCA RATON, FLORIDA 33431

(City, State and Zip Code)

KWENZEL@HNRWLAW.COM

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

For further information concerning this matter, please call:

KENNETH A. WENZEL

(Name of Contact Person)

at ( 561 ) 862-4118

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |  |  |
|---|---|--|--|
| <input type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input checked="" type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>Certificate of Status |
|---|---|--|--|

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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2011 DEC 29 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

**FILED**  
2011 DEC 29 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

BROOKS RESTAURANT, INC.

(Enter Name of Other Business Entity)

K50206  
12-5-88

2. The "Other Business Entity" is a CORPORATION

(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA

(Enter state, or if a non-U.S. entity, the name of the country)

on DECEMBER 5, 1988

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

NO CHANGE - JURISDICTION OF ORGANIZATION IS FLORIDA

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

BROOKS RESTAURANT LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: FILING DATE

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 27 day of December 2011.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: [Signature]  
Printed Name: BERNARD PERRON Title: AUTHORIZED REPRESENTATIVE

**Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]  
Printed Name: MARC PERRON Title: SECRETARY

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 DEC 29 AM 8:17

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ARTICLES OF ORGANIZATION  
OF  
BROOKS RESTAURANT LLC

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2011 DEC 29 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the limited liability company is BROOKS RESTAURANT LLC (the "Company").

ARTICLE II  
ADDRESS

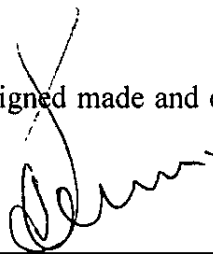
The mailing address and the street address of the principal office of the Company are 500 S. Federal Highway, Deerfield Beach, Florida 33441.

ARTICLE III  
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent for service of process of the Company in the State of Florida are:

Jean P. Gaudree  
500 S. Federal Highway  
Deerfield Beach, Florida 33441

IN WITNESS WHEREOF, the undersigned made and executed these Articles of Organization this 27 day of December, 2011.

  
\_\_\_\_\_  
Bernard Perron, Authorized Representative

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE AGENT**


PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE BELOW NAMED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is BROOKS RESTAURANT LLC.
2. The name and Florida street address of the registered agent and office are:

Jean P. Gaudree  
500 S. Federal Highway  
Deerfield Beach, Florida 33441

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

+   
\_\_\_\_\_  
Jean P. Gaudree