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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA 32301

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February 10, 2012

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **BBPI SanDestin LLC**

Dear Madam/Sir:

Enclosed are an original and one copy of the Articles of Organization for **BBPI SanDestin LLC**, a limited liability company. These Articles include Registered Agent and Registered Office designation for this company. Also enclosed is our check in the amount of:

☐ \$125.00
Filing Fee

☐ \$130.00
Filing Fee &
Certificate of Status

☒ \$155.00
Filing Fee &
Certified Copy
(additional copy enclosed)

☐ \$160.00
Filing Fee,
Certified Copy &
Certificate of Status
(additional copy enclosed)

Please do not hesitate to call me at (850) 425-5457 if you have any questions. We will have our messenger return to pick up the certified copy and the certificate of filing.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP
Florida Registered Paralegal

/dmw

Enclosures

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**ARTICLES OF ORGANIZATION
OF
BBPI SANDESTIN LLC**

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes, provides the following information for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE 1.
Name**

The name of the limited liability company is **BBPI SANDESTIN LLC.**

**ARTICLE 2.
Address**

The street and mailing address of the place of business in Florida is:

2606 Centennial Place
Tallahassee, Florida 32308-0572

**ARTICLE 3.
Registered Agent and Registered Office**

The name and Florida street address of the initial registered agent in Florida for the limited liability company are:

MATTHEW H. GILBERT, CPA
2606 Centennial Place
Tallahassee, Florida 32308-0572

Having been named as registered agent and as the person to accept service of process for the above-stated limited liability company at the place designated in these Articles, 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, Florida Statutes.

s/ Matthew H. Gilbert

MATTHEW H. GILBERT, Registered Agent

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TALLAHASSEE, FLORIDA

ARTICLE 4.
Nature of Business

The limited liability company shall engage in and be confined exclusively to the development and operation of Five Guys Burgers Restaurants.

ARTICLE 5.
Management

The limited liability company shall be managed by a Manager and is, therefore, a Manager-managed company. The name and address of each Manager are as follows:

Blake J. Geoghagan, Manager	2606 Centennial Place Tallahassee, Florida 32308-0572
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 9th day of February, 2012.

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS DOCUMENT CONSTITUTES AN AFFIRMATION UNDER PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

s/ Matthew H. Gilbert

MATTHEW H. GILBERT
Authorized Representative of Member