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C. LEWIS
APR 9 2013
EXAMINER

Herbert Serpa
22 Equestrian Road *E-Mail: hjserpa@comcast.net* *Tel. 781-526-5105*
Salem, NH 03079 *Fax: 603-458-1998*

Date: April 4, 2013

To: Registration Section
Division Of Corporations
PO BOX 6327
Tallahassee, FL 32314

Fax:

From: Herbert Serpa

Re: Amended Articles of Organization for Waters Donuts LLC

Message: Attached is the signed Cover letter Plus Amended Articles .
I am enclosing the Fee of $30.00 for filing and status certificate. I am enclosing two copies, one for your records and one to return to me

Thanks for your assistance.

Herbert Serpa
22 Equestrian RD
Salem, NH 03079

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: WATERS DONUTS, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Herbert Serpa
Name of Person

Firm/Company

22 Equestrian Rd
Address

Salem, H 03079
City/State and Zip Code

hjserpa@comcast.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Herbert Serpa at (781) 526-5105
Name of Person / Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ $25.00 Filing Fee
- ☒ $30.00 Filing Fee & Certificate of Status
- ☐ $55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- ☐ $60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

AMENDMENT TO

ARTICLES OF ORGANIZATION

OF

WATERS DONUTS, LLC

The undersigned certifies that we have associated ourselves for the purposes of becoming 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. We further declare that the following Articles shall serve as the Charter and Authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **WATERS DONUTS, LLC**

And the address of its principal office is 6601 Memorial Ave, Tampa, Florida 33613 in the county of Hillsborough Ave., State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate. The mailing address is P.O BOX 1799, OLDSMAR, and FLORIDA 34677

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:

> Notwithstanding anything to the contrary contained in the Articles of Organization and / or Operating Agreement, the purpose of the entity shall be limited to those activities set forth in Section 10.6 of the Dunkin Donuts Franchise Agreement, and in the event of any conflict between the provisions of the Articles of Organization and / or Operating Agreement, the amended Operating Agreement shall prevail.

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 laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the Operating Agreement of the limited liability company by a majority vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company is to be initially managed by ONE (1) Manager- Member. The names and addresses of the persons who shall serve as Member-Manager and Members until the first annual meeting of the members or until successors are elected and qualified are as follows:

Herbert Serpa – Member	22 Equestrian Rd, Salem, NH 03079
Gregg Serpa – Member- Manager	6602 Seafairer Dr., Tampa, FL 33615
Andre Serpa – Member	559 E 2nd St., Boston, MA 02127
Alex DaSilva- Manager	58 Glenbrook Ct, Clifton, Park, NY 12065

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with a majority written consent of all the members, as well as pursuant to any and all applicable provisions of the Company's Operating Agreement and Company's Comprehensive Buy-Sell Agreement. Notwithstanding the previous sentence, in the event that the Articles of Organization and/or the Company's Operating Agreement are inconsistent with the transfer of Membership interest provisions of the Company's Comprehensive Buy-Sell Agreement, if in effect, the Comprehensive Buy-Sell Agreement shall control. On 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 shall have the right to continue the business on majority consent of the remaining members.

ARTICLE VI

PROFITS AND LOSSES

(a) Profit Sharing. The Members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Profits shall be allocated in accordance with the Company Capital Account balances.

Additionally, the distributive share of the profits shall be determined and paid to the members each year as determined by the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if, these sources are insufficient to cover such losses, by the members in the following shares:

Losses shall be allocated in accordance with the Company's Capital Account balances.

ARTICLE VII

DURATION

The date and time when the existence of the limited liability company shall commence on the date of filing of these Articles with the Florida Secretary of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial office of the limited liability company is 6602 Seafairer Dr, Tampa, Florida 33615 in the county of Hillsborough, State of Florida. The mailing address is P.O. BOX 1799, Oldsmar, and Florida 34677. The name of the company's initial registered agent at that address is Herbert Serpa

The undersigned, being an authorized representative, or member, of the limited liability company, certifies that this instrument constitutes the Amended Articles of Organization of

WATERS DONUTS, LLC

Executed by the undersigned on 3-29-13

Herbert Serpa

Herbert Serpa -Member

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TALLAHASSEE, FLORIDA

EXHIBIT A AMENDED

WATERS DONUTS, LLC

MANAGER/MEMBER UNIT INTERESTS AMENDED

	UNITS	PERCENTAGE
HERBERT J. SERPA – MEMBER	18	18%
GREGG SERPA – MEMBER-MANAGER	54	54%
ANDRE SERPA- MEMBER	18	18%
ALEX DA SILVA	10	10%

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for WATERS DONUTS, LLC 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 status relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Florida Statutes.

Herbert Serpa

Herbert Serpa, Registered Agent