

L/40000404/3

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☒ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

013-72321
(Document Number)

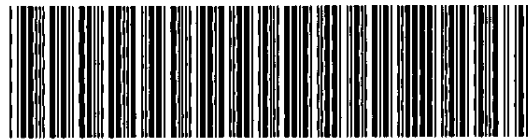
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

MAR 11 2014

W14UN74807

Office Use Only



400257280114

03/06/14--01006--024 **113.75

03/11/14--01005--009 **66.25

RECEIVED
TALLAHASSEE
DIVISION OF CORPORATIONS
2014 MAR -6 PM 1:34
TALLAHASSEE
DIVISION OF CORPORATIONS
SECRETARY OF FILINGS

FILED
2014 MAR -6 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 7, 2014

HOLLAND & KNIGHT
315 SOUTH CALHOUN STREET SUITE 600
TALLAHASSEE, FL 32301

SUBJECT: AMG RESTAURANT OPERATIONS, LLC
Ref. Number: W14000014807

2014 MAR -6 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

We have received your document for AMG RESTAURANT OPERATIONS, LLC and check(s) totaling \$113.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$66.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

\$125.00 FOR THE ARTICLES OF ORGANIZATION, \$25.00 FOR THE CERTIFICATE OF CONVERSION AND \$30.00 FOR A CERTIFIED COPY.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Agnes Lunt
Regulatory Specialist II

Letter Number: 314A00005012

Holland & Knight

Requester's Name
315 South Calhoun Street, suite 600

Address
Tallahassee, FL 32301 (850)425-5686
City/State/Zip Phone #

2014 MAR -6 AM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. AMG Restaurant Operations, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☒ Other Conversion

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY

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. 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is AMG RESTAURANT OPERATIONS, INC.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on August 30, 2013.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is AMG RESTAURANT OPERATIONS, LLC.
5. This Certificate of Conversion is effective as of the date of filing with the Florida Secretary of State.
6. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

Signed this 4TH day of February, 2014.

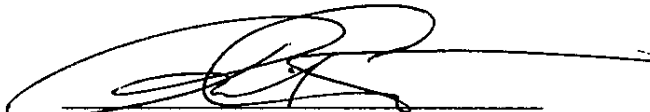
Signature of Authorized Representative of the Limited Liability Company:



Mark W. Koch,
Manager

Signature on behalf of Other Business Entity:

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



Robert Tocci,
President

2014 MAR -6 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF ORGANIZATION
OF
AMG RESTAURANT OPERATIONS, LLC**

The undersigned, being a duly authorized representative of the Member(s), desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is AMG RESTAURANT OPERATIONS, LLC (the "Company").

**ARTICLE II
ADDRESS**

The principal and mailing address of the Company is:

400 N. Congress Avenue, Suite 130
West Palm Beach, Florida 33401

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates 400 N. Congress Avenue, Suite 130, West Palm Beach, Florida 33401 as the street address of the initial registered office of the Company and names AMG Entertainment LLC as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV
DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement or pursuant to the Revised Florida Limited Liability Act, as amended from time to time.

**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

2014 MAR -6 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE VI
MANAGER(S)

The name and address of the initial Manager of the Company is:

Mark W. Koch
400 N. Congress Avenue, Suite 130
West Palm Beach, FL 33401

ARTICLE VII
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.


ARTICLE VIII
ADDITIONAL MEMBERS

Additional Members may be admitted upon the written consent of the majority ownership interest, and in the manner set forth in the Operating Agreement of the Company.

ARTICLE IX
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company may be admitted upon the written consent of the majority ownership interest of the Members of the Company.

4 IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this of February, 2014.



Mark W. Koch,
Duly Authorized Representative of the
Member(s)

FILED
2014 MAR -6 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for AMG RESTAURANT OPERATIONS, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 4 day of February, 2014.

AMG ENTERTAINMENT, LLC

By: 

Name: Mark W. Koch

Title: mgr

Exhibit "A"

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (this "Plan") of AMG RESTAURANT OPERATIONS, INC., a Florida corporation (the "Corporation"), sets forth the following terms and conditions pursuant to which the Corporation shall be converted into a Florida limited liability company

- (1) The name of the Corporation is AMG RESTAURANT OPERATIONS, INC.
- (2) The name and jurisdiction of the "other business entity" to which the Company is to be converted is AMG RESTAURANT OPERATIONS, INC..
- (3) Robert Tocci, in his capacity as President of the Corporation, is authorized to proceed promptly to take any and all actions to convert the Corporation into a limited liability company.
- (4) That Corporation shall convert into a limited liability company, AMG RESTAURANT OPERATIONS, LLC (the "Company").
- (5) That any previously issued stock certificates of the Corporation are hereby cancelled.
- (5) That Mark W. Koch, in his capacity as Manager of the Company be, and hereby is, authorized to issue the following membership certificate reflecting the sole member of the Company:

<u>Certificate No.</u>	<u>Name</u>	<u>Shares</u>
2	AMG Entertainment, LLC	100%