

L1466107347

(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:

Office Use Only



300277341333

09/24/15--01014--002 \*\*60.00

2015 SEP 28 A 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

9/11/15

SEP 29 2015

BRUCE

10/1 2 1/13

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** MARSHALL S. BOAST 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:

J. Mark Ingram

\_\_\_\_\_  
Name of Person

Smothers Law Firm, P.A.

\_\_\_\_\_  
Firm/Company

175 E. Mains Street, Ste. 111

\_\_\_\_\_  
Address

Apopka, Florida 32703

\_\_\_\_\_  
City/State and Zip Code

scott@smotherslawfirm.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

J. Mark Ingram

407 814-3900  
at ( )  
Area Code Daytime Telephone Number

\_\_\_\_\_  
Name of Person

2015 SEP 28 A 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Enclosed is a check for the following amount:

- |   |  |  |   |
|---|--|--|---|
| <input type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input checked="" type="checkbox"/> \$60.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(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

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

MARSHALL S. BOAST LLC

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on October 17, 2014 and assigned  
Florida document number L14000167349.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

**Enter new principal offices address, if applicable:**

**(Principal office address MUST BE A STREET ADDRESS)**

**Enter new mailing address, if applicable:**

**(Mailing address MAY BE A POST OFFICE BOX)**

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

New Registered Office Address:

*Enter Florida street address*

Florida

*City*

FILED  
2015 SEP 28 A 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**New Registered Agent's Signature, if changing Registered Agent:**

*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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

**If Changing Registered Agent, Signature of New Registered Agent**

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager

AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

FILED  
 2015 SEP 28 AM 11:09  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

**D. If amending any other information, enter change(s) here:** *(Attach additional sheets, if necessary.)*

Please see attached sheets for amendments to original Articles.

[illegible]

**E. Effective date, if other than the date of filing:** \_\_\_\_\_ (optional),

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

#### **Article IV. Transferability of Membership Interests**

Company shall be bound to the terms of a certain franchise agreement reached between Marshall S. Boast as franchisee and Chick-fil-A, Inc. as franchisor (the "Chick-fil-A Franchise Agreement"). Pursuant to an assignment of the franchisee's interest in the Chick-fil-A Franchise Agreement to Company, Marshall S. Boast shall own 100% of the membership interest in Company, and shall retain the full ownership therein so long as the Company is bound to the terms of the Chick-fil-A Franchise Agreement.

Neither the membership interest in the Company nor any other legal, beneficial or equity interest in the Company shall be issued, pledged or sold to a person or entity other than Marshall S. Boast, nor shall any membership interest in the Company nor any other legal, beneficial or equity interest in the Company, in whole or in part, be pledged, sold, assigned, encumbered, given, transferred or otherwise hypothecated, directly or indirectly, voluntarily or involuntarily, including by will, trust or other instrument, or by operation of law so long as Company is bound to the terms of the Chick-fil-A Franchise Agreement. Any and all issuances of membership interest and transfers are also subject to the terms of the Chick-fil-A Franchise Agreement and any attached Leases, Assignment and Consent to Assignment Agreement relating to the Chick-fil-A Franchise Agreement and other applicable agreements, for each franchised Chick-fil-A restaurant business operated by the Company. As used herein, the term "legal, beneficial or equity interest(s)" shall include direct or indirect interest(s) in the equity of the Company or the business risk of the franchised Chick-fil-A restaurant business(es) operated by the Company, including, but not limited to, interests allegedly denominated as debt, but which in substance encompass the type of risk-taking interest described herein.

#### **Article V. Distribution of Profits**

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless approved by the sole member owning 100% of the Company, Marshall S. Boast. The sole member shall have complete discretion on when and if to approve any distribution of profits.

#### **Article VI. Management**

This will be a member-managed company. There will be only a sole member so long as the Chick-fil-A Franchise Agreement remains binding on Company. The name and address of the sole member is:

Marshall S. Boast  
3166 Daniels Rd.  
Winter Garden, FL 34787

#### **Article VII. Company Existence**

The Company's existence shall begin effective as of October 27, 2014. The sole purpose for which the Company is formed is to operate franchised Chick-fil-A Restaurant business(es) under the Chick-fil-A Franchise Agreement and to exercise all other powers necessary to, or reasonably connected with, the operation of the franchised Chick-fil-A Restaurant business(es).

FILED  
2015 SEP 28 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA