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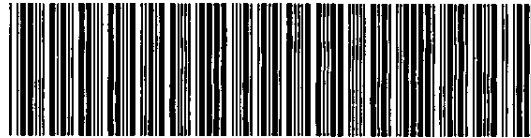
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JAN 22 2015



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 7, 2015

HERBERT SERPA  
22 EQUESTRIAN RD  
SALEM, NH 03079

SUBJECT: LUTZ DONUTS, LLC  
Ref. Number: W14000074968

We have received your document for LUTZ DONUTS, LLC and your check(s) totaling \$260.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Justin M Shivers  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 714A00026700

## ARTICLES OF ORGANIZATION

OF

### LUTZ 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 LUTZ DONUTS, LLC

And the address of its principal office is 6602 Seafairer Dr, Tampa, Florida 33615 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.

#### 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:

1. Engage in the activity of operating and owning Dunkin Donuts Restaurants in the State of Florida
2. Own and operate Dunkin Donuts Franchises within the State of Florida.
3. Engage in the activity of managing Dunkin Donuts Restaurants.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or government authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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 four (4) Managers. The names and addresses of the persons who shall serve as managers until the first annual meeting of the members or until successors are elected and qualified are as follows:

Herbert Serpa - 22 Equestrian Rd, Salem, NH 03079

Gregg Serpa - 6601 Sea fairer Dr., Tampa, FL 33615

Andre Serpa - 881 E First ST #403, Boston, MA 02127

Alex Da Silva 6719 Brighton Park DR., Apollo Beach, FL 33572

## **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

**EXHIBIT A**

**LUTZ DONUTS, LLC**

**MANAGER/MEMBER UNIT INTERESTS**

	<b><u>UNITS</u></b>	<b><u>PERCENTAGE</u></b>
GREGG SERPA – MANAGER/MEMBER	51	51%
HERBERT SERPA – MEMBER	19	19%
Alex Da Silva – MANAGER	10	10%
ANDRE SERPA – MEMBER	20	20%

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 office of the limited liability company is 6602 Seafairer Dr. Tampa, Florida 33615 in the county of Hillsborough, State of Florida, and 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 Articles of Organization of

**SHELDON DONUTS, LLC**

Executed by the undersigned on Dec 9, 2014



Herbert Serpa - Authorized representative

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