

L15000022461

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: F.D. LA CAFFE CREPERIE, LLC.
(Name of Limited Liability Company)

The enclosed member, resignation or dissociation and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Konstantinos Chillas

(Contact Person)

F.D. LA CAFFE CREPERIE, LLC.

(Firm/Company)

417-419A Saint Armands Circle

(Address)

Sarasota, FL 34236

(City/State and Zip Code)

For further information concerning this matter, please call:

Konstantinos Chillas

(Name of Contact Person)

at (727) 459 6546

(Area Code & Daytime Telephone Number)

Enclosed please find a check made payable to the Florida Department of State for:

☒ \$25 Filing Fee

☐ \$55 Filing Fee & Certified Copy

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

**DISSOCIATION OR RESIGNATION OF MEMBER, MANAGER FROM
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

(Pursuant to 605.0216, Florida Statutes)

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: F.D. LA CAFFE CREPERIE, LLC.

2. The Florida document/registration number assigned to this limited liability company is:
L15000022461

3. The date this member/manager withdrew/resigned or will withdraw/resign is: 11/13/2016

4. I, Konstantinos Kaltsonis, hereby withdraw/resign as a
(Print Name of Person Resigning)
MGR and Dissociating Member
(Print Title)

of this limited liability company and affirm the limited liability company has been notified of my resignation in writing.


Signature of Dissociating Member or Resigning Manager

Filing Fee: \$25.00 (Required)
Certified Copy: \$30.00 (Optional)

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TALLAHASSEE, FLORIDA
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ASSIGNMENT OF MEMBERSHIP INTEREST

THIS ASSIGNMENT OF MEMBERSHIP INTEREST of F.D. LaCAFFE CREPERIE, LLC (the "Assignment") is entered into as of the 14th day of November, 2016, by Konstantinos Kaltsonis, as to his 45% membership share (the "Assignor").

RECITALS:

WHEREAS, Assignor currently owns 45% of the membership interest (the "Membership Interest") in and to F.D. LaCaffe Creperie, LLC, a Florida limited liability company (the "Company"); and

WHEREAS, In settlement of the disagreement in the management, financing and operation of the Company and its' business with Konstantinos Chalias (the "Assignee"), Assignor has agreed to transfer, sell and assign his Membership Interests, which constitutes all of Assignor's membership interest in the Company to Assignee.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby agrees as follows:

1. Assignment of Membership Interest by Assignor to Assignee. Assignor does hereby sell, transfer, assign and convey unto Konstantinos Chalias his Membership Interests in, F.D. LaCaffe Creperie, LLC, the Company, including, without limitation, any and all interest of the Assignor in and to all profits, losses, distributions, assets (including, but not limited to any real estate or cash), rights and capital of the Company associated with the Interest accruing from and after the date of this Assignment. The Assignment shall have an effective date for accounting and legal purposes of midnight, November 14th 2016.

2. Representations. The Assignor represents to Assignee that: (a) this Assignment has been duly executed and delivered, in escrow pending the faithful payment in full of the consideration for the assignment, by the Assignor, and is a valid and binding obligation of the Assignor, enforceable in accordance with its terms; (b) the Assignor is the sole owner of his Interest; (c) the Assignor has good title to his Interest, free and clear of any liens, claims, encumbrances, security interests, or options; (d) any and all membership loans to the Company by Assignor has been duly paid and satisfied in full; and (e) the first Recital is true and correct.

3. Further Assurances. The Assignor promises and agrees to execute and deliver any and all additional instruments and documents and to perform any and all acts which may be necessary or reasonably requested in order to give full effect to this Assignment.

IN WITNESS WHEREOF, the Assignor hereby executes this Assignment as of the date first set forth above.

ASSIGNOR:

By Konstantinos Kaltsonis
Konstantinos Kaltsonis by Vasili Argyros as
Attorney in fact

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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DURABLE POWER OF ATTORNEY
(PROPERTY AND FINANCIAL MATTERS)

KNOW ALL MEN BY THESE PRESENTS that I, KOSTAS KALTSONIS, the principal, of Clearwater, FL 33765, do hereby nominate, constitute and appoint VASILIS ARGYROS as my attorney-in-fact, who shall have all powers stated herein. Upon the death, failure or inability of my first nominee to act as my attorney-in-fact, then I appoint my stepson, NIKOLAOS TRIGKAS, as my successor attorney-in-fact.

This Durable Power of Attorney shall be in force and effective upon the execution hereof without regard to my capacity or incapacity to handle my property and financial affairs. This Durable Power of Attorney shall be applicable to all of my property owned by me, whether or not the property is located in Florida, including all real property and homestead real property; all personal property, tangible or intangible; all property held in any type of joint tenancy, including a tenancy in common, joint tenancy with rights of survivorship, or a tenancy by the entirety; all property over which I hold a general, limited, or special power of appointment; chooses in action; and all other contractual or statutory rights or elections, including but not limited to, any rights or elections in any probate or similar proceeding to which I may be entitled.

This Durable Power of Attorney may be relied upon and immediately accepted by all third parties. If a third party unreasonably refuses to honor this Durable Power of Attorney, my attorney-in-fact may take judicial action against that third party.

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My attorney-in-fact shall serve for me and in my name, place and stead, and on my behalf, and for my use and benefit, to do any lawful act for and in my name, including, but not limited to, the following:

- A. To transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stock, bonds (including but not limited to U.S. Treasury bonds and U.S. Savings bonds), debentures, notes, subscription warrants, stock purchase warrants, evidences of indebtedness, or other securities now or hereafter standing in my name or owned by me and to make, execute and deliver any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.
- B. To ask, demand, sue for, collect and receive all sums of money, dividends, interest, payments on account of debts and legacies and all property now due or which may hereafter become due and owing to me, and give good and valid receipts and discharges for such payment; to buy and sell securities of all kinds in my name and for my account and at such prices as such attorney, in the exercise of absolute discretion, shall deem appropriate.
- C. To vote any corporate securities for any purpose; to exercise or sell any subscription or conversion rights; to consent to and join in or oppose any voting trusts, reorganizations, consolidations, mergers, foreclosures and liquidations and in connection therewith to deposit securities and accept and hold other securities or property received therefore.
- D. To conduct or participate in any lawful business of whatever nature for me and in my name; to execute partnership agreements and amendments thereto; to incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate, or dissolve any business; to elect or employ officers, directors and agents; to carry out the provision of any agreement for the sale of any business interest or the stock therein; to exercise voting rights with respect to stock, by voting in person, and to exercise stock options, to resign any position which I may hold as an officer or director of a corporation, as a partner of a partnership, or as a personal representative, guardian or other fiduciary, or as a politically appointed or elected officer.
- E. To manage any and all property, real or personal, tangible or intangible, wherever situated; to sell, convey, assign, mortgage, encumber or otherwise transfer the same; to lease same; to foreclose mortgages or enforce any other rights with respect to the same; to take title to the same in my name; and to execute, acknowledge and deliver deeds, bills of sale, mortgages, releases, satisfactions and any other instruments relating to the same which such attorney, in the exercise of absolute discretion, shall deem appropriate.
- F. To execute a deed or mortgage of homestead realty; to join in the conveyance or mortgage of homestead realty; including the power to convey, mortgage, join and deal in any way with any subsequently obtained homestead property.
- G. To do business with banks, credit unions, brokers, and any financial institution, and particularly to endorse all checks and drafts made payable to my order and collect the proceeds; to sign in my name checks and drafts on all accounts standing in my name; to withdraw funds from said accounts; to open accounts in my name or in the name of such attorney, as my attorney-in-fact.

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- H. To borrow money from any lender, personal or corporate, and to extend or renew any existing indebtedness of mine.
- I. To compromise, contest, prosecute or abandon claims in favor of or against me.
- J. To have access at any time or times to any safe deposit box to which I have access, or any safe deposit box rented by me, where ever located, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe deposit box; and any institution in which any such safe deposit box may be located shall not incur any liability to me or my estate as a result of permitting my attorney-in-fact to exercise this power. Accurate inventory of any safe deposit box must be made and maintained each time a safe deposit box is accessed.
- K. To apply for a Certificate of Title upon, and endorse and transfer title thereto, for any automobile, truck, pickup, van, motorcycle or other motor vehicle, boat, trailer, or mobile home, and to represent in such transfer assignment that the title to said motor vehicle, boat, trailer or mobile home is free and clear of all liens and encumbrances except those specifically set forth in such transfer assignment.
- L. To establish a custodian or other type of investment account with any bank, trust company, investment broker, or other securities dealer.
- M. To represent the donor in any receivership or bankruptcy or other proceeding of a similar nature as the donor's truly authorized agent or attorney-in-fact.
- N. To deal with all retirement plans of which I am a member, including individual retirement accounts, rollovers, and voluntary contributions; to direct any pension fund, insurance, or annuity company, the United States Social Security Administration, or any other party making payments to me to make such payments directly to a financial institution for direct deposit into my account.
- O. To apply for public benefits on my behalf with any federal, state or local agency, without restriction, and to receive and apply such benefits on my behalf; to maximize my entitlement to federal and state medical, welfare, housing and other programs, by all legitimate and proper means within the sound and trusted discretion of my attorney-in-fact. The authority herein granted shall include but not be limited to converting my assets into assets that do not disqualify me from receiving such benefits or divesting me of such assets.
- P. To create, fund and maintain an Income Trust pursuant to 42 USC 1396(d)(4)(B) in order to qualify me for Medicaid or any other public assistance benefits.
- Q. To inquire and review any and all health and/or medical records pertaining to my medical history, medical treatment and/or medical care and the charges and/or payment of said care. My agent shall have access to all such records and/or information notwithstanding any restrictions under Federal and/or State privacy laws. My agent may further communicate and make inquiry of any medical care provider and/or entity having a contractual obligation to review, administrate and/or pay for any medical services that I may receive or be entitled to receive. Disclosure of my medical information hereunder by any third party hereon shall not constitute a violation of Federal or State Health Privacy Rules ("HIPAA Privacy Rules"). To take care of, contract for, make arrangements for, and make financial

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commitments for, on my behalf, my medical care and attention, including, without limiting the foregoing, to engage doctors and nurses and health care aides, to provide hospitalization, to consent to operations, to call ambulances, and to provide any required consents to medication and any other medical procedures; provided, however, if at any time a Health Care Surrogate is acting on my behalf, my attorney-in-fact shall cooperate with, follow the directive of, and provide any necessary financial assistance, using my property, to such Health Care Surrogate.

- R. To conduct all insurance transactions, including but not limited to the placement of insurance, designation of beneficiaries, and changes thereto, on any insurance policies, annuities, mutual funds, bonds, or accounts of any kind.
- W. To retain such accountants, attorneys, social workers, consultants, clerks, employees, workmen, or other persons as my agent shall deem appropriate in connection with the management of my property and affairs and to make payments from my assets for the charges of such person so employed. Specifically, my attorney-in-fact may appear for me in all actions and proceedings to which I may be a part in the courts of Florida, in any other state, in any federal court, or before any administrative tribunal, including commencing and defending any actions or proceedings in my name.
- X. To make such payments and expenditures as such attorney shall, in the exercise of absolute discretion, determine to be necessary in connection with any of the foregoing matters or with the administration of my affairs.
- Y. My attorney-in-fact shall be entitled to reasonable compensation, and reimbursement for all reasonable expenses incurred as a result of carrying out any provision of this Durable Power of Attorney.
- Z. This Durable Power of Attorney is non-delegable except for the delegation of investment functions in accordance with Florida's Prudent Investor Rule.
- AA. My attorney-in-fact shall keep a record of all receipts, disbursements and transactions made on behalf of the principal and they shall be kept in a secure location.
- BB. Banking institutions, credit unions, savings and loan institutions, stock brokerage firms and stock transfer agents, as well as all other third persons, are authorized to rely on the provisions of this Durable Power of Attorney and are exonerated from any loss, claim or liability in relying on said instrument and its provisions. Parties dealing with my attorney-in-fact named herein are not required to investigate or determine such attorney-in-fact's authority, or the validity, or the advisability of the transactions, to see to the proper exercise of powers, or to follow the disposition of monies and/or property delivered to my attorney-in-fact hereunder. A third party who acts in good faith upon representation, direction, decision, or act of the attorney-in-fact is not liable to the principal or the principal's estate, beneficiaries, or joint owners for those acts. My attorney-in-fact shall execute any affidavit as may be required by a third party to verify my attorney-in-fact's authority to act under this document. Disability or subsequent incapacity of the undersigned principal except as provided by statute shall not affect this Durable Power of Attorney.

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CC. I intend for my agent to be treated as I would be with respect to my rights regarding the use and disclosure of my individually identifiable health information or other medical records. This release authority applies to any information governed by the Health Insurance Portability and Accountability Act of 1996 (aka HIPAA), 42 USC 1320d and 45 CFR 160-164. I authorize any physician, healthcare professional, dentist, health plan, hospital, clinic, laboratory, pharmacy or other covered health care provider, any insurance company, the Medical Information Bureau, Inc., the State of Florida Agency for Health Care Administration (AHCA) and the Department of Children and Families or other health care organization that has provided treatment or services to me or that has paid for or is seeking payment from me for such services to give, disclose and release to my agent, without restriction, all of my individually identifiable health information and medical records regarding any past, present or future medical or mental health condition, to include all information relating to the diagnosis and treatment of HIV/AIDS, sexually transmitted diseases, mental illness, and drug or alcohol abuse.

DD. In addition to the specific powers granted herein, I give and grant full power, and authority to my attorney in fact to take all actions and perform all things as fully and as effectually in all respects as I can do personally, with the full power of revocation, hereby ratifying and confirming all that my said attorney shall lawfully do or cause to be done by virtue hereof. I further release and discharge my said attorney of and from any and all claims, losses, or causes of action which I or anyone claiming by or through me shall or may have against him for the exercise of the powers, directions, and authorizations contained in this instrument, when the same is exercised in good faith and with the intent of providing for my best interests.

I further authorize my attorney-in-fact to serve for me and in my name, place and stead, and on my behalf, and for my use and benefit, the following specific enumerated powers:

_____ A. To make gifts, grants or transfers (including the forgiveness of indebtedness and the completion of any charitable pledges I have made) of real and tangible property without consideration, either outright or in trust to such persons or organizations as my attorney-in-fact shall deem appropriate, including, without limitation, the following actions: (1) to take advantage of the annual exclusion under the federal gift tax law provided such gifts are reasonable to all concerned (2) to transfer by gift in advancement of a bequest or devise to beneficiaries under my Will or inter vivos trust agreement; (3) to release any life interest, or waiver, renunciation, or declination of any gift to me by will, trust or deed; and (4) to make gifts to my attorney-in-fact.

_____ B. To prepare, sign and file joint or separate income tax returns or declarations of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to gifts made by me for any year or years; to consent to any gift and to utilize any gift splitting provisions or other tax election, and to prepare, sign, and file any claims for refund of any tax; and to represent me in all income tax matters before any office of the Internal Revenue Service, within the limitations of the applicable Revenue Rulings and Procedures; to file any state, county or municipal tax returns of any kind or nature and to negotiate with any and all taxing authorities, and to compromise any disputes which may arise with any such agency.

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- _____ C. To create an inter vivos trust on my behalf and to fund such inter vivos trust or to fund a previously established inter vivos trust so long as such trust does not conflict with any existing testamentary plan of mine.
- _____ D. To amend, revoke or terminate a trust created by me so long as such act does not conflict with any existing testamentary plan of mine.
- _____ E. To deal with trustees of any trusts in which I may have an interest, and to exercise where appropriate any rights I may have or possess in said trusts as grantor or beneficiary, including conducting trust funding transactions, and managing, acquiring, purchasing, selling, conveying, transferring and liquidating property, real and personal, to or from said trusts.
- _____ F. To create or change principal's rights of survivorship.
- _____ G. To create or change a beneficiary designation in principal's estate documents.
- _____ H. To waive the principal's right to be a beneficiary of a joint and/or survivor annuity.
- _____ I. To disclaim any and all property owned by the principal.
- _____ J. To disclaim powers of appointment.

The rights, powers and authority of said attorney-in-fact herein granted shall commence and be in full force and effect immediately upon execution. This Durable Power of Attorney is not affected by subsequent incapacity, physical or mental disability that I may suffer, except as provided by Florida Statute Section 709.08. This Durable Power of Attorney shall remain in full force and effect until I die, revoke the power of attorney by an instrument in writing, or until I am adjudicated totally or partially incapacitated by a court of competent jurisdiction, unless the court determines that certain authority granted by the Durable Power of Attorney is to remain exercisable by the attorney-in-fact, notwithstanding any adjudication of incapacity.

This instrument shall be governed by the laws of the State of Florida in all respects including its validity, construction, interpretation and termination. It is my intention and desire that this Durable Power of Attorney be honored in any jurisdiction where it may be presented or where I may be found and that if, for any reason, I am in a jurisdiction which does not recognize or accept this instrument, that I be immediately returned to Pinellas County, Florida, to be placed in an appropriate health care facility or under the care of a physician.

Dated: 23rd day of September, 2016.

IN THE PRESENCE OF:

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA
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Sign

Print Name

George G. Pappas

Sign

Print Name

Tracy Hudson

KOSTAS KALTSOINIS

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me on this 23rd day of September, 2016, by KOSTAS KALTSOINIS, who personally appeared before me at the time of notarization, and who are personally known to me or who did produce _____ as identification.

NOTARY PUBLIC:

Sign

Print

George G. Pappas

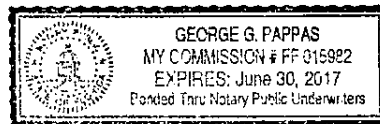
State of Florida

My Commission Expires

6/30/17

Commission Number

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