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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FLOYDS SHRIMP HOUSE LLC

Signature _____

Requested by: SETH

04/07/16

Name _____

Date _____

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Walk-In _____

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- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
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- _____ UCC 1 or 3 File _____
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ARTICLES OF ORGANIZATION
FOR FLOYD'S SHRIMP HOUSE, LLC

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, FLA. STAT. § 605.0201, *et seq.* (the "Florida Revised LLC Act"), the undersigned hereby certifies that the persons named herein as Members have associated themselves for the purpose of a limited liability company under the laws of the State of Florida, and hereby adopt the following Articles of Organization as the Charter and authority for the conduct of business of such limited liability company:

ARTICLE I:
NAME

The name of the limited liability company shall be FLOYD'S SHRIMP HOUSE, LLC (the "Company").

ARTICLE II:
PURPOSE

The Company is organized for the following purposes: (A) to open and establish a full service seafood restaurant that provides the best seafood on the emerald coast along with providing an exceptional dining experience; (B) to open to accomplish any lawful activity or business whatsoever, or which shall at any time and from time to time appear to the Company to be necessary, desirable, or appropriate for the protection of the Company and/or its assets; (C) to exercise all powers necessary to or reasonably connected with the Company's business, which may be legally exercised under the Florida Revised *LLC Act*; and (D) to engage in and perform all activities necessary, customary, convenient, or incident to any of the foregoing as the Members may deem prudent and advisable.

ARTICLE III:
EFFECTIVE DATE; TERM

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Department of State, and shall thereafter continue in existence perpetually, unless earlier dissolved or extended in accordance with the Operating Agreement of FLOYD'S SHRIMP HOUSE, LLC, (the "Operating Agreement"), and/or the Florida Revised LLC Act.

ARTICLE IV:
INITIAL MEMBERS

The name(s) and address of the initial Member(s) is:

Robert A. Bonezzi (AMBR)
P.O. Box 5497
Destin, FL 32540

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TALLAHASSEE, FLORIDA

ARTICLE V:
DISSOLUTION

Upon the occurrence of any Dissolution Event (as defined in the Operating Agreement of the Company), the Company shall be deemed to have dissolved unless, within ninety (90) days after such date, the Members affirmatively agree in writing to continue the business of the Company.

Upon dissolution, the Company shall cease to carry on its business, except as otherwise permitted by Florida law, and the Company shall file a statement of commencement of winding up and publish notices, as required, in accordance with the Florida Revised LLC Act.

ARTICLE VI:
COMPANY ADDRESS; REGISTERED OFFICE ADDRESS;
REGISTERED AGENT

The mailing address of the principal office of the Company shall be P.O. Box 5497, Destin, FL 32540 and the street address of the principal office of the Company shall be 988 Airport Road, Destin, FL 32541. Jill R. Graham shall be the initial registered agent to accept service of process in the State of Florida with a street address of 988 Airport Road, Destin, FL 32541.

ARTICLE VII:
CAPITAL CONTRIBUTIONS

The Members shall contribute cash and/or additional property from time-to-time in accordance with the provisions of the Operating Agreement.

ARTICLE VIII:
MANAGEMENT

Management of the Company will be determined by the Members as set forth in the Operating Agreement.

ARTICLE IX:
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement governing this Company shall be vested in the Members.

ARTICLE X:
INDEMNIFICATION


Unless unauthorized by law, the Company shall indemnify and hold harmless any Member who was or is a party, or is threatened to be made a party, to any Proceeding by reason of the fact that such person is or was a Member of this Company, against expenses, judgments, fines,

16 APR - 7 PM 1:20

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settlements, and other amounts actually and reasonably incurred in connection with such Proceeding, if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this Company, and, in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Company may, at its discretion, indemnify as set forth in this Article others who are agents or employees of the Company.

IN WITNESS WHEREOF, the undersigned hereby certifies that the foregoing constitutes the Articles of Organization for FLOYD'S SHRIMP HOUSE, LLC, and these Articles of Organization were executed by the undersigned Member(s) in Okaloosa County, Florida on this 6 day of APRIL, 2016.


Robert A. Bonezzi, Member

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

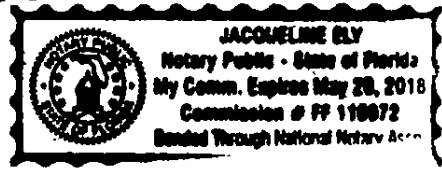
On this 6 day of APRIL, 2016, before me personally appeared Robert A. Bonezzi, who is a Member of a Florida limited liability company to be formed, to me who [] personally known to be the person who executed the foregoing, or [] produced _____ as identification and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

[Seal]


NOTARY PUBLIC

16 APR - 7 PM 2016



DESIGNATION OF REGISTERED AGENT

Pursuant to Section 605.0113, Florida Statutes, the following statement is submitted:

FLOYD'S SHRIMP HOUSE, LLC, a limited liability company duly organized and existing under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization, has named:

Jill R. Graham, 988 Airport Road, Destin, FL 32541

as its registered agent to accept service of process in the State of Florida.

ACCEPTANCE BY THE REGISTERED AGENT

I, Jill R. Graham, hereby accept appointment as Registered Agent for FLOYD'S SHRIMP HOUSE, LLC, and do hereby understand and accept the obligations of the position. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I acknowledge my acceptance with my signature below on this 6 day of APRIL, 2016.


Jill R. Graham, Registered Agent

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STATE OF FLORIDA
DEPARTMENT OF REVENUE