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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

PHILLY BOY CHEESESTEAKS, LLC

Signature \_\_\_\_\_

Requested by: BA

8/8/16

Name \_\_\_\_\_

Date \_\_\_\_\_

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Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

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☒ L.C. File \_\_\_\_\_

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Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

Cert. Copy \_\_\_\_\_

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Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

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ARTICLES OF ORGANIZATION  
OF

PHILLY BOY CHEESESTEAKS, LLC

In order to form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.0201 of the laws of the State of Florida, we do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112 and §605.0201(2)(a), the limited liability company's name shall be:

"PHILLY BOY CHEESESTEAKS, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when the Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §605.0201(4) and Fla. Stat. §605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Street Address:

3015 Riviera Drive  
Key West, FL 33040

Mailing Address:

3015 Riviera Drive  
Key West, FL 33040

#### ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: *1009 Simonton Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

RICHARD M. KLITENICK, ESQ.

#### ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

#### ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

#### ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605, Florida Statutes. This limited liability company shall be managed by two (2) Managers, CHARLES CAPRORA & WENDY WESTERFER, during their lifetimes and no other person or individual shall have the right to manage this Limited Liability Company unless CHARLES CAPRORA & WENDY WESTERFER, or their survivor(s), resigns, dies, voluntarily retires or consents in writing to a successor Manager; or, is removed by corporate resolution. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §605.0407(1)(a) and Fla. Stat. §605.0201(3)(a). Upon the resignation, removal, death, or retirement, or written consent to a successor Manager of either CHARLES CAPRORA & WENDY WESTERFER, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted Operating Agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company.

In accordance with the foregoing, the name and addresses of the Manager of this Limited Liability Company is:

Name of Manager

Address

CHARLES CAPRORA

3015 Riviera Drive  
Key West, FL 33040

WENDY WESTERFER

3015 Riviera Drive  
Key West, FL 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or Fla. Stat. §605.0404(2) (or successor sections) the Managers shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Manager-managed company, the Managers shall have all of the rights afforded under Fla. Stat. § 605.0407(3) (or successor statute); and the rights afforded the Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

#### ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

#### ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605, Florida Statutes. Additionally, this limited liability company may engage in ownership, investment in, purchase, leasing, sale and improvement of real property and/or retail businesses, investments and other financial ventures, and any and all other lawful businesses.

#### ARTICLE X - STATEMENT OF AUTHORITY AGREEMENT

This limited liability company may file a Statement of Authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

#### ARTICLE XI - OPERATING AGREEMENT

Upon the majority consent of all members, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other

restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem the same desirable.

IN WITNESS WHEREOF, the undersigned Authorized Representative of this limited liability company has executed these Articles of Organization on this 8<sup>th</sup> day of August, 2016.

PHILLY BOY CHEESESTEAKS, LLC,  
a Florida Limited Liability Company

By: Charles Caprora By: Wendy Westerfer  
Charles Caprora, Authorized Representative Wendy Westerfer, Authorized Representative

STATE OF FLORIDA  
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements CHARLES CAPRORA & WENDY WESTERFER, who are personally known to me, or who produced N/A as identification, to be the same persons who are the named authorized representatives in the foregoing Articles of Organization, and they acknowledged to me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in Key West, Monroe County, Florida on this 8<sup>th</sup> day of August, 2016.

(SEAL)



[Signature]  
Notary Public - State of FL  
Commission Expires: 8/11/2016

**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 605.0113 and 48.061, Florida Statutes, the following is submitted:

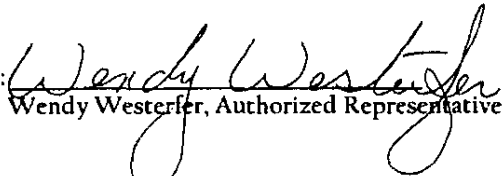
That PHILLY BOY CHEESESTEAKS, desiring to organize and qualify as a limited liability company under the laws of the State of Florida, with its principal place of business in the City of Key West, FL has named RICHARD M. KLITENICK, ESQ., as its agent to accept service of process.

PHILLY BOY CHEESESTEAKS, LLC,  
a Florida Limited Liability Company

By:

  
Charles Caprora, Authorized Representative

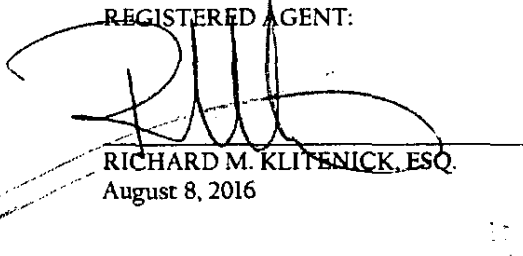
By:

  
Wendy Westerfer, Authorized Representative

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

  
RICHARD M. KLITENICK, ESQ.  
August 8, 2016

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