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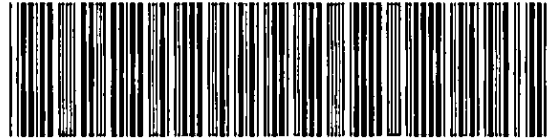
(Business Entity Name)

(Document Number)

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FILED  
2018 MAY 30 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K. PAGE  
JUN 04 2018

ARTICLES OF ORGANIZATION  
OF  
PHOENIX CANTINA OF LINCOLN RD. LLC

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges, rights and immunities of a limited liability company.

**ARTICLE I**

The name of the limited liability company shall be:

Phoenix Cantina of Lincoln Rd. LLC

**ARTICLE II**

The initial mailing address and the street address of the principal office of the limited liability company is at:

941 Clint Moore Road, Suite A  
Boca Raton, Florida 33487-2802

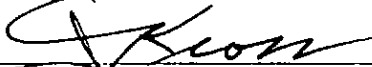
**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

Jonathan P. Kross, Esq.  
941 Clint Moore Road, Suite A  
Boca Raton, Florida 33487-2802

**ACKNOWLEDGMENT:**

*Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of said all statutes relating 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 Chapter 605, F.S...*

  
Jonathan P. Kross, Registered Agent  
Dated: May 29, 2018

**ARTICLE IV - Existence**

The company shall commence its existence on the date these Articles of Organization are filed with the Secretary of State. The company shall have perpetual duration.

**ARTICLE V - Management**

The name and address of each person authorized to manage and control the Limited Liability Company:

<u>Title:</u>	<u>Name:</u>	<u>Address (same for both managers):</u>
MGR	Glenn Levins	941 Clint Moore Road, Suite A
MGR	Russell Lo Bello	Boca Raton, Florida 33487-2802

**ARTICLE VI - Sole purpose provision:**

The purpose of this corporation is limited to owning, operating, and developing Taco Bell, KFC, and Pizza Hut branded foodservice operations, and other branded concepts expressly approved in writing by location by YUM! Brands, Inc., or one of its subsidiaries.

**ARTICLE VII - Transfer restriction provision:**

Any issuance or transfer of stock or any other security that is convertible or exchangeable for stock is subject to the prior written consent of Taco Bell Franchisor, LLC.

**ARTICLE VIII - Amendment provision:**

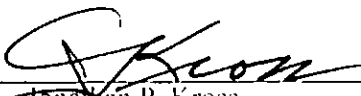
No amendment or modification to these articles of incorporation shall be valid without the prior written consent of Taco Bell Franchisor, LLC

**ARTICLE IX**

Where not inconsistent with the laws of Florida and specifically with Chapter 605, Florida Statutes, the written Operating Agreement among the members of the company shall control.

**ARTICLE X :**

IN WITNESS WHEREOF, the undersigned representative of a member has executed these Articles of Organization on this 29<sup>th</sup> day of May, 2018.

  
Jonathan P. Kross,  
Authorized Representative of a Member

FILED

2018 MAY 30 PM 3:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA