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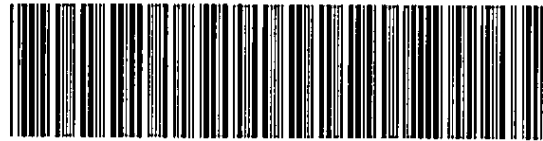
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**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** ELM RESTAURANT GROUP LLC

\_\_\_\_\_  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

PETER J. MUNSON, ESQUIRE

\_\_\_\_\_  
Name of Person

CLARK CAMPBELL LANCASTER & MUNSON P.A.

\_\_\_\_\_  
Firm/Company

500 S. FLORIDA AVENUE, SUITE 800

\_\_\_\_\_  
Address

LAKELAND, FLORIDA 33801

\_\_\_\_\_  
City/State and Zip Code

marcos@nineteen61.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Peter J. Munson, Esquire

863

647-5337

at ( )

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

Enclosed is a check for the following amount:



\$125.00 Filing Fee



\$130.00 Filing Fee &  
Certificate of Status



\$155.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)



\$160.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**Mailing Address**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION**  
**OF**  
**ELM RESTAURANT GROUP LLC**

19 APR 19 AM 10:41  
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a limited liability company pursuant to Chapter 605, Florida Statutes, hereby make, acknowledge and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be **ELM RESTAURANT GROUP LLC**.

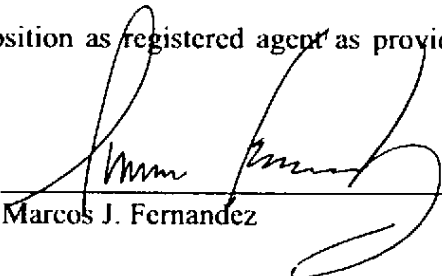
**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS**

The principal place of business and the address of the Company in Florida shall be 6335 Prominence Drive, Lakeland, Florida 33813, and its mailing address is the same.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Marcos J. Fernandez, 6335 Prominence Drive, Lakeland, Florida 33813.

Having been named as registered agent and 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 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 for in Chapter 605, Florida Statutes.

  
\_\_\_\_\_  
Marcos J. Fernandez

#### **ARTICLE IV – MANAGEMENT**

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

Company:

<b><u>TITLE</u></b>	<b><u>NAME AND ADDRESS</u></b>
"MGRM" = Managing Member	Marcos J. Fernandez 6335 Prominence Drive Lakeland, Florida 33813
"MGRM" = Managing Member	Lindsey J. Crowley 3720 Pinedale Drive Lakeland, Florida 33811
"MGRM" = Managing Member	Victor Emerson bamaca de Leon 704 E. Edgewood Drive Lakeland, Florida 33803

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#### **ARTICLE V - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### **ARTICLE VI - ADDITIONAL MEMBERS**

(i) The Members may admit to the Company additional Member(s) to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members, (ii) admission of any such Additional Member(s) requires the written consent of all Members, and (iii) any Additional Members are allocated gain, loss, income or expense by the method provided in the Company's Operating Agreement.

#### **ARTICLE VII - CONTINUATION OF BUSINESS**

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

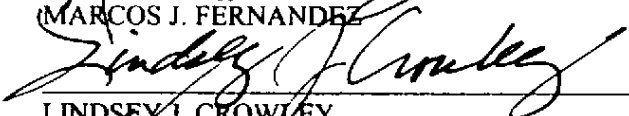
company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**SIGNATURE:**

**Signature of a member or an authorized representative of a member.**

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

  
\_\_\_\_\_  
MARCOS J. FERNANDEZ

  
\_\_\_\_\_  
LINDSEY J. CROWLEY

  
\_\_\_\_\_  
VICTOR EMERSON BAMACA DE LEON

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STATE OF FLORIDA