

8/10/2021

Division of Corporations

L21000169706

Florida Department of State

Division of Corporations

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
BDE ORLANDO, LLC**

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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BDE ORLANDO, LLC**

In accordance with Section 605.0202, Florida Statutes, the Articles of Organization of BDE Orlando, LLC, a limited liability company organized under the laws of the state of Florida, for which Articles of Organization were filed on April 20, 2021, and assigned document number L21000169706 (the "Company"), are hereby amended and restated as follows:

1. Name. The name of the Company is:

BDE Orlando, LLC

2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 19444 Beacon Park Place, Bradenton, Florida 34202.

3. Name and Street Address of Registered Agent. The name and street address of the Company's registered agent is Brian D. Ellerson, 19444 Beacon Park Place, Bradenton, Florida 34202.

4. Management. The Company shall be a manager-managed company. The name and address of the manager of the Company is:

Brian D. Ellerson
19444 Beacon Park Place
Bradenton, Florida 34202

Managers may be appointed or removed in the manner provided in the Operating Agreement of the Company.

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

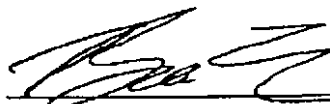
6. Transfer Restriction. Any issuance or transfer of interest in the Company is subject to the prior written consent of Taco Bell Franchisor, LLC.

7. Existence. In accordance with F.S. § 605.0207, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.

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8. **Amendment.** No amendment or modification to these Amended and Restated Articles of Organization shall be valid without the prior written consent of Taco Bell Franchisor, LLC.

IN WITNESS WHEREOF, the undersigned, Manager of the Company, has executed these Amended and Restated Articles of Organization as of the 10th day of August 2021 (the "Execution Date").



Brian D. Ellerson
As its Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 605.0201(2)(c) and 605.0113, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Revised Limited Liability Company Act and hereby accepts appointment as the registered agent of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.



Brian D. Ellerson
Registered Agent