

L220001912738

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JAI TACO ATLANTA LLC

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MAY 18 2023

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
JAI TACO ATLANTA, LLC**

ARTICLE I -Original Date of Filing

JAI Taco Atlanta, LLC was established on November 17, 2022 in accordance with the Articles of Organization filed with the Florida Secretary of State and was assigned Florida Document Number L22000492738.

ARTICLE II -Address

The mailing address and street address of the principal office of the Limited Liability Company is 1100 Park Central Boulevard South, Suite 3300, Pompano Beach, Florida 33064.

ARTICLE III - Registered Agent

The Florida street address of the Company's registered agent is 8105 Northwest 155th Street, Miami Lakes, Florida 33016 and the name of its agent at such office is Raul Gastesi.

ARTICLE IV Manager Managed

The Company shall be managed by its manager and is therefore a manager-managed company. The Florida street address of the Company's initial manager is 1100 Park Central Boulevard South, Suite 3300, Pompano Beach, Florida 33064, and the name of its initial manager at such office is Jhonny Mercado.

ARTICLE V- Duration

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Operating Agreement or Florida law.

ARTICLE VI - 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.

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ARTICLE VII – Transfer Restriction

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

ARTICLE VIII – Amendment of Articles of Organization

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

ARTICLE IX –Amendment and Restatement

These Amended and Restated Articles of Organization have been duly authorized and directed by an affirmative vote of the Members of the Company on May 9, 2023 which Members' consent was sufficient for the approval of the Amended and Restated Articles of Organization. Such Amended and Restated Articles of Organization supersede the original Articles of Organization of the Company.

[Signature page immediately follows]

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been signed by the Manager and Members of the Company this 9th day of May, 2023, and the Manager and Members affirm that the statements made herein are true under the penalties of perjury.

COMPANY:**JAI TACO ATLANTA, LLC**

By: _____

Name: Jhonny Mercado
Title: Manager**CLASS A COMMON MEMBERS:**

Jhonny Mercado

Jose Melul

Paula Stolicwicz

German Valencia

Ben Mansoor

Ed Austin

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been signed by the Manager and Members of the Company this 9th day of May, 2023, and the Manager and Members affirm that the statements made herein are true under the penalties of perjury.

COMPANY:**JAI TACO ATLANTA LLC**

By: _____

Name: Jhonny Mercado

Title: Manager

CLASS A COMMON MEMBERS:

Jhonny Mercado

Jose Melul

Paula Stolowicz

German Valencia

Ben Mansoor

Ed Austin

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been signed by the Manager and Members of the Company this 9th day of May, 2023, and the Manager and Members affirm that the statements made herein are true under the penalties of perjury.

COMPANY:**JAI TACO ATLANTA, LLC**

By: _____

Name: Jhonny Mercado

Title: Manager

CLASS A COMMON MEMBERS:

Jhonny Mercado

Jose Melul

Paula Stolowicz

German Valencia

Ben Mansoor


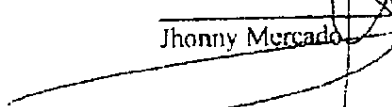

Ed Austin

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been signed by the Manager and Members of the Company this 9th day of May, 2023, and the Manager and Members affirm that the statements made herein are true under the penalties of perjury.

COMPANY:**JAI TACO ATLANTA, LLC**By: 

Name: Jhonny Mercado

Title: Manager

CLASS A COMMON MEMBERS:
Jhonny Mercado
Jose Melul
Paula Stolowicz
German Valencia
Benjamin
Ed Austin

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, Raul Gastesi, having been named as Registered Agent and to accept service of process for Jai Taco Atlanta, LLC, at the place designated in these Amended and Restated Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and it is familiar with and accept the obligations of its position as registered agent as provided for in Chapter 605, F.S.

Dated this 15th day of May, 2023.


Raul Gastesi