

L23000197611

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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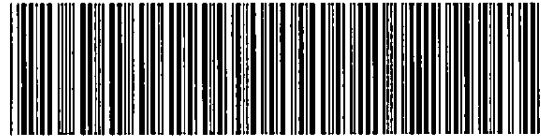
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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S. CHATHAM
APR 21 2023

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2023 APR 20 PM 12:01
S. CHATHAM

2023 APR 18 PM 3:42
S. CHATHAM
FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 19, 2023

CAPITAL CONNECITON, INC.

SUBJECT: AMERICAN RESTAURANTS INVESTMENTS LLC
Ref. Number: W23000056785

We have received your document for AMERICAN RESTAURANTS INVESTMENTS LLC. However, the document has not been filed and is being returned for the following:

The document is illegible and not acceptable for imaging.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 123A00008728

RECEIVED
2023 APR 20 PM 2:10
CLERK OF SUPREME COURT
TALLAHASSEE, FLORIDA

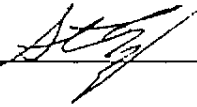
CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

AMERICAN RESTAURANTS INVESTMENTS LLC

Please Debit I20000000257 For: 125

Thank you Seth Neeley



- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ 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 _____
- ___ Courier _____

Signature

Requested by: SETH

04/20/23

Name

Date

Time

Walk-In

Will Pick Up

2023 APR 20 PM 12:01
17:11:19
SEC. OF STATE
FLORIDA

**SHAREHOLDERS' RESOLUTION
OF
AMERICAN RESTAURANTS INVESTMENT CORPORATION**

Today, on December 13, 2022, the shareholder of AMERICAN RESTAURANTS INVESTMENT CORPORATION, a Florida Not For Profit Corporation organized and existing under the laws of the State of Florida, with principal and mailing address at 2937 Meleto Boulevard, New Smyrna Beach, FL 32168 (hereinafter the "CORPORATION"), hereby adopts the following resolution.

1. FRANCESCO COSTIGLIOLA and ANTIMO IOVINE are directors of the CORPORATION, owed by FRANCESCO COSTIGLIOLA (100%);

2. On June 10, 2022, FRANCESCO COSTIGLIOLA and ANTIMO IOVINE incorporated AMERICAN RESTAURANTS INVESTMENT CORPORATION, a Florida Not For Profit Corporation, in order to purchase a portion of the membership interests of NAPOLI 2021 LLC, which operates a restaurant under the name of Ciao Bella in New Smyrna Beach;

3. However, a clerical error was made in the registration of this corporation since legally a Not For Profit Corporation is not able to generate profits and therefore cannot run and own a commercial activity, such as a restaurant.

4. Therefore, in order to continue to run Ciao Bella restaurant, it is necessary to change the form of the company that owns it.

5. For this purpose, AMERICAN RESTAURANTS INVESTMENT CORPORATION will be dissolved, and a new company will be created.

6. Indeed, it will be created a limited liability company under the name of AMERICAN RESTAURANTS INVESTMENTS LLC.

7. In order to avoid any future conflict, AMERICAN RESTAURANTS INVESTMENT CORPORATION expressly authorizes AMERICAN RESTAURANTS INVESTMENTS LLC to use the same name and expressly agrees not to file a revocation of dissolution of AMERICAN RESTAURANTS INVESTMENT CORPORATION.

RESOLVED, that the CORPORATION upon careful consideration of the above, unanimously agrees to fully consent and agree to give permission to AMERICAN RESTAURANTS INVESTMENTS LLC to be formed with the same name.

RESOLVED, that the CORPORATION has not intent to file revocation of dissolution of AMERICAN RESTAURANTS INVESTMENT CORPORATION.

RESOLVED, that this resolution from the members of the CORPORATION becomes effective immediately.



FRANCESCO COSTIGLIOLA, Director and Shareholder

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I Name:

The name of the Limited Liability Company is:

AMERICAN RESTAURANTS INVESTMENTS LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

2937 MELETO BOULEVARD
NEW SMYRNA BEACH
FL 32168

2937 MELETO BOULEVARD
NEW SMYRNA BEACH
FL 32168

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

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

FRANCESCO COSTIGLIOLA

Name

2937 MELETO BOULEVARD

Florida street address (P.O. Box **NOT** acceptable)

NEW SMYRNA BEACH FLORIDA 32168

City

State

Zip

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, F.S.

Francesco Costigliola
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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2023 APR 20 PM 12:01
S.E.

ARTICLE IV:

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

FRANCESCO COSTIGLIOLA

2937 MELETO BOULEVARD

NEW SMYRNA BEACH, FL 32168

2023 APR 20 PM 12:01

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(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any:

REQUIRED SIGNATURE:

Francesco Costigliola

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

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.

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.

FRANCESCO COSTIGLIOLA

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)