

L950000000169



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Date: 2-28-95

FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

File: Winter Springs Food Market, L.C.

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01/02/95--01/11/95--0000
+++293.75+++293.75

The following document(s) are enclosed for recording/filing with your office:

<input checked="" type="checkbox"/> Affidavit of Membership & Capital Contributions	—	pages	\$ —
<input type="checkbox"/> Assignment	—	pages	\$ —
<input checked="" type="checkbox"/> Certificate Designation of Registered Agent	—	pages	\$ 35.00
<input type="checkbox"/> Claim of Lien	—	pages	\$ —
<input type="checkbox"/> Deed for \$	—	pages	\$ —
Documentary Stamp Taxes			\$ —
<input type="checkbox"/> DR-219	—	pages	\$ —
<input type="checkbox"/> Easement	—	pages	\$ —
<input type="checkbox"/> Judgment	—	pages	\$ —
<input type="checkbox"/> Memorandum	—	pages	\$ —
<input type="checkbox"/> Mortgage for \$	—	pages	\$ —
Documentary Stamp Taxes			\$ —
<input type="checkbox"/> Notice of Commencement	—	pages	\$ —
<input type="checkbox"/> Notice to Lienors	—	pages	\$ —
<input type="checkbox"/> Option	—	pages	\$ —
<input type="checkbox"/> Release	—	pages	\$ —
<input type="checkbox"/> Satisfaction	—	pages	\$ —
<input type="checkbox"/> Subordination	—	pages	\$ —
<input type="checkbox"/> UCC-1	—	pages	\$ —
<input type="checkbox"/> UCC-3	—	pages	\$ —
<input checked="" type="checkbox"/> Articles of Organization	—	pages	\$ 25.00
<input checked="" type="checkbox"/> Certificate of Status	—	pages	\$ 8.75
<input type="checkbox"/>	—	pages	\$ —
TOTAL			\$ 293.75

EFFECTIVE DATE
2-28-95

SPR-2
TALLAHASSEE
DIVISION OF CORPORATIONS
FLORIDA
FILED
MAR 10

Enclosed is check # 662 for the total fees due. Please, return file marked copies to us.

Articles of Organization of Winter Springs Food Market, L.C.

FILED

95 MAR -2 AM 10:10

ARTICLE I. NAME

The name of this Limited Liability Company is Winter Springs Food Market, L.C. ^{SECRETARY OF STATE} ~~WINTER SPRINGS FOOD MARKET, L.C.~~ FLORIDA

ARTICLE II. DURATION

The Company shall exist for a period of not more than 30 years, commencing on the Effective Date. If February 28, 1995, is within five business days prior to the date of filing with the Department of State, then February 28, 1995, shall be the "Effective Date." If February 28, 1995, is after the date of filing with the Department of State, then February 28, 1995, shall be the Effective Date; otherwise, the date of filing with the Department of State shall be the Effective Date.

EFFECTIVE DATE

2-28-95

ARTICLE III. ADDRESS

The mailing address and the street address of the Company's principal office is 147 West S.R. 434, Winter Springs, FL 32708.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is: Vinh Q. Pham, 147 West S.R. 434, Winter Springs, FL 32708.

ARTICLE V. CLASSES OF MEMBERSHIPS

There shall be two classes of memberships as follows:

Class A: The Company is authorized to issue 100,000 Class A membership certificates. Class A members shall be entitled to vote on all issues.

Class B: The Company is authorized to issue 100,000 Class B membership certificates. Class B members shall have no voting rights, unless otherwise set forth in the Regulations.

ARTICLE VI. ADMISSION OF NEW MEMBERS

No person may be admitted as a member, unless each Class A member consents, in writing, to the admission of the additional member.

ARTICLE VII. CONTINUITY OF LIFE

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of an event which terminates the continued membership of a member in the Company, the remaining Class A members of the Company shall have the right to continue the business of the Company if they unanimously agree to continue. The remaining Class A members must agree, within 60 days from the date of such event, to continue; otherwise the Company shall be dissolved and liquidated.

ARTICLE VIII. MANAGEMENT

The Company shall be managed by a Board of Managers consisting of at least one Manager, to be elected annually by the Class A members. Initially, the Company shall be managed by Vinh Q. Pham, 147 West S.R. 434, Winter Springs, FL 32708, until the first meeting of the Class A members, or until his successor is elected.

ARTICLE IX. SHARING IN PROFITS AND LOSSES

The allocation of income, gain, loss, profit, credits, or similar items shall be allocated based on a member's percentage ownership of membership certificates, and not based on a member's relative capital account.

ARTICLE X. DISTRIBUTION OF PROFITS

Distribution to the members of the net profits of the Company shall be made at least annually, except that net profits and prior earnings may be retained by the Company and transferred to the member's capital accounts for the reasonable needs of the business as determined in the sole and absolute discretion of the Board of Managers.

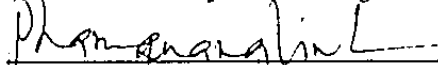
ARTICLE XI. TRANSFERABILITY OF MEMBER'S INTEREST

A member's interest in the Company is not assignable in whole or in part, unless two-thirds of the non-assigning Class A members consent to the assignment. An assignment of a member's interest in the Company does not dissolve the Company or entitle the assignee to become or to exercise any rights or powers of a member. An assignment entitles the assignee to share in the profits and losses of the Company, to receive such distribution(s), and to receive such allocation of income, gain, loss, or credit or similar item to which the assignor was entitled, to the extent assigned. A member ceases to be a member and ceases to have the power to exercise any rights or powers of a member upon assignment of his entire interest in the Company. The mere consent to the assignment, without more, does not automatically make the assignee a member. An assignee may become a member only if two-thirds of the Class A members consent to the assignee becoming a member.

ARTICLE XII. AMENDMENTS

The power to adopt, alter, amend, or repeal (collectively, "amendments") these Articles and the Regulations of the Company shall be reserved to the Board of Managers by a two-thirds vote. Such amendments shall be duly signed by all of the Managers, and filed with the Secretary of the State of Florida. All members of the Company agree to abide by these Articles, the Regulations, and any amendments thereto, and agree to sign such for the purpose of filing with the Secretary of the State of Florida, if such signatures are necessary.

In Witness Whereof, the undersigned has executed this instrument as 2/27 1995.



Vinh Q. Pham, Member and Initial Manager

**Certificate of Designation
Registered Agent and Registered Office**

FILED

95 MAR -2 AM 10:11

Pursuant to the provisions of §608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: **Winter Springs Food Market, L.C.**
2. The name and street address of the registered agent and office is:

Vinh Q. Pham, 147 West S.R. 434, Winter Springs, FL 32708

By: *Vinh Q. Pham*
Name: Vinh Q. Pham, Initial Manager
Date: 2/27/95

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Vinh Q. Pham
Name: Vinh/Q. Pham Registered Agent
Date: 2/27/95

***Affidavit of Membership and
Capital Contributions***

(F.S. 900.40(2))

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me, the undersigned authority, personally appeared, **Vinh Q. Pham**, the Initial Manager of **Winter Springs Food Market, L.C.**, a Florida limited liability company ("Company"), after being first duly sworn, deposes and says:

- 1) The Company has at least two members.
- 2) The amount of cash and a description and agreed value of property other than cash contributed by the members is:

Cash \$210,000.

- 3) The amount anticipated to be contributed by the members is: \$210,000

Under the penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Winter Springs Food Market, L.C.,
a Florida limited liability company

Vinh Q. Pham 2/27/95
By: Vinh Q. Pham, Initial Manager

Sworn to and subscribed before me on February 27, 1995, by Vinh Q. Pham, as the initial manager of Winter Springs Food Market, L.C., a Florida limited liability company on behalf of the limited liability company. Said person is known to me, or who has produced FL DL as identification.

Denise L. Dickman
Notary Public: *Denise L. Dickman*
My Commission Expires: _____
My Commission Number is: _____

DENISE L. DICKMAN
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376607
Bonded Through Official Notary Service

FILE NOW: Fee after May 1 will be \$263.75

APPROVED
AND
FILED

1996 APR 10 PM 3: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company

DOCUMENT #L95000000169

WINTER SPRINGS FOOD MARKET, L.C.
147 WEST S.R. 434
WINTER SPRINGS FL 32708

1a. Principal Place of Business Address

147 WEST S.R. 434
WINTER SPRINGS FL 32708

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business

2a. Mailing Address

State, Apt. #, etc.

State, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

3. Date Organized or Qualified

3a. State of Formation

02/28/1995

FL

4. FEI Number

☐ Applied For

☐ Not Applicable

59 3300530

5. Date of Last Report

6. Certificate of Status Desired

95

☐ Additional Fee Required

7. Name and Address of Current Registered Agent

8. Name and Address of New Registered Agent

PHAM, VINH Q
147 WEST S.R. 434
WINTER SPRINGS FL 32708

Name

Street Address (P.O. Box Number is Not Acceptable)

State, Apt. #, etc.

City

Zip Code

FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent and accept the obligations.

SIGNATURE

DATE

4/08/96

10. Title

Managing Member/Managers

Business Street Address

City, State and Zip Code

MGR

PHAM, VINH Q

147 WEST S.R. 434

WINTER SPRINGS FL

900001779805
-04/15/96--01035--001
****477.50 ****238.75

4/10/96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

4/08/96 (407) 327-0078