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96 MAY 10 PM 3:32
SECURITY
INVESTIGATION

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REFERENCE : 949221 10118A

AUTHORIZATION :

COST LIMIT : * PPD

ORDER DATE : May 10, 1996

ORDER TIME : 10:11 AM

ORDER NO. : 949221

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***337.50 ***337.50

CUSTOMER NO: 10118A

CUSTOMER: Mr. Jason Hedman
DEAN HEAD SPIELVOGEL &
GOLDMAN, PA

101 South Courtney Parkway
Merritt Island, FL 32952

DOMESTIC FILING

NAME: GASTRONOMIC HOLDING COMPANY,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

DIVISION OF REVENUE
96 MAY 10 AM 10:08

5-13-96

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BREVARD COUNTY CLERK
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be GASTRONOMIC HOLDING COMPANY, L.L.C. ("Company"), and its principal place of business shall be in Rockledge, County of Brevard, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the Company is authorized to transact, in

addition to those authorized by the laws of the State of Florida and the powers of the Company, shall be as follows:

1. To conduct restaurant and food services business in Brevard County, Florida.

2. To engage in any activity or business authorized under Florida Statutes.

3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida and to do any and all things herein set forth to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this Company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize and, in any manner, dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foregoing, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

6. To exercise all or any of a limited liability company powers and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while

acting as agent, nominee or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity and, in such capacity or under such arrangement, develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation or service, and to render any other assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

9. Nothing herein contained shall be deemed or construed as authorizing or permitted or purporting to authorize or permit the Company to carry on any business, exercise any power or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

The total amount of cash and a description and agreed value of property contributed by each member is set forth as follows:

	Cash	Property Other Than Cash Description	Value
Reino Kalevi Sievala	\$500.00		
Sari Satu Sievala	\$500.00		

Additional contributions will be made as the purposes of the Company may require, as determined by the members.

ARTICLE IV

PROFITS AND LOSSES

Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the Company business that remain after the payment of the expenses of conducting the business of the Company. Each member shall be entitled to the distributive share of the profits specified as follows:

Reino Kalevi Sievala.....	50%
Sari Satu Sievala	50%

The distributive share of the profits shall be calculated and paid to the members as they may determine from time to time.

Losses. All losses that occur in the operation of the Company business shall be paid out of the capital of the Company and the profits of the business or, if such sources are insufficient to cover such losses, by the members in the same percentages as the members share in profits.

ARTICLE V

COMPANY POWERS

All Company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this Company. The members may amend these Articles from time to time in the manner provided by law. Any determination, decision, right or other action to be made or taken by the Company's members shall be accomplished by a majority vote of the members based on the same percentages as the members share in profits and not per capita, except where otherwise specifically required elsewhere herein or by law.

ARTICLE VI

DURATION

This Company shall have perpetual existence from the date of filing with the Florida Department of State or until earlier dissolved in a manner provided by law or such other earlier date as may be provided in the regulations adopted by its members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this Company shall be located at 1302 Gem Circle, Rockledge, County of Brevard, State of Florida.

ARTICLE VIII

MANAGEMENT

This Company shall be managed by one (1) manager. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor is elected and qualifies is as follows: Reino Kalevi Sievala.
c/o 1302 Gem Circle
Rockledge, Florida 32955

ARTICLE IX

**INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the Company is 1302 Gem Circle, Rockledge, County of Brevard, State of Florida, and the name of its initial registered agent at such address is Reijo Sievala, 1302 Gem Circle, Rockledge, Florida, 32955.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

The membership shall have the right to admit new members from time to time. Contributions required of new members shall be determined as of the time of admission to the Company.

A member's interest in the Company may not be sold or otherwise transferred or encumbered except as the members may elsewhere have agreed.

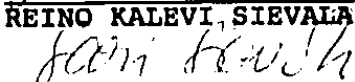
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of GASTRONOMIC HOLDING COMPANY, L.L.C..

Executed by the undersigned at on the dates set forth below.



REINO KALEVI SIEVALA



SARI SATU SIEVALA

COUNTRY OF FINLAND :
CITY OF _____:

The foregoing instrument was acknowledged before me this ____ day of _____, 1996, by REINO KALEVI SIEVALA, who is ☐ personally known to me or ☐ who has produced _____ as identification.

Notary Public
Print Name: _____
Commission No. _____
My Commission Expires: _____
(Seal)

COUNTRY OF FINLAND:
CITY OF _____:

The foregoing instrument was acknowledged before me this ____ day of _____, 1996, by ~~SARI SATU SIEVALA~~ and ~~REINO KALEVI SIEVALA~~ who is ☐

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Mr Reino Sievala and Mrs Sari

Lahti 30.4.1996

Fee 30 FIM

Tuula Koranen
Notary Public, Lahti, Finland

MAKSETTU

personally known to me or ☐ who has produced _____
as identification.

Notary Public
Print Name: _____
Commission No. _____
My Commission Expires: _____
(Seal)

FILED
MAY 10 1996
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the
above-stated Company, at the place designated in these Articles, I
hereby agree to act in this capacity, to comply with the provisions
of Chapter 48, Florida Statutes (1995), relative to keeping said
office.

Reijo Sievala

Reijo Sievala, Registered Agent

SWORN TO AND SUBSCRIBED before me
on this ____ day of _____, 1996.

NOTARY PUBLIC, State of Florida
at Large
Print Name: _____
Commission No. _____
My Commission Expires: _____
(Seal)

☐ Personally known to me, or
☐ Produced identification.
Type of Identification Produced: _____



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This is to certify the own hand signature of

Mr Reijo Sievalä

Date 30.4.1996

Fee 30 FIM

Tuula Keränen

Tuula Keränen
Notary Public, Lahti, Finland

MAKSETTU

AFFIDAVIT

COUNTRY OF FINLAND:
CITY OF LAHTI:

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BEFORE ME, the undersigned authority, this day personally appeared Reino Sievala ("Affiant"), who, being over the age of 18 years and otherwise competent to make this Affidavit and being, by me, first duly sworn, on oath, deposes and says as follows:

1. That the foregoing recitations are true and are incorporated herein by reference.

2. That GASTRONOMIC HOLDING COMPANY, L.L.C., a proposed limited liability company ("Company"), has no less than two members and the amount of cash anticipated to be contributed by the members and a description and agreed value of property other than cash contributed by the members of the limited liability company and the amount are as follows:

Reino Kalevi Sievala	\$500.00
Sari Satu Sievala	\$500.00

3. That this Affidavit is given pursuant to and in accordance with Section 608.407(2), Florida Statutes (1995).

FURTHER, YOUR AFFIANT SAYETH NOT.

Reino Sievala
REINO KALEVI SIEVALA

("Affiant")

SWORN TO AND SUBSCRIBED before me
on this ___ day of _____, 1996.

NOTARY PUBLIC

Print Name: _____

Commission No. _____

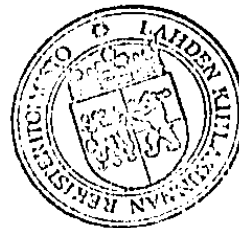
My Commission Expires: _____

(Seal)

☐ Personally known to me, or

☐ Produced identification.

Type of Identification Produced _____



This is to certify the own hand signature of

Mr. Reino Sievala

Lahti, 30.4.1996

Fee 30 FIM

Tuula Keränen
Notary Public, Lahti, Finland