

L97000000787



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 467111 7113701

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 18, 1997

ORDER TIME : 10:18 AM

ORDER NO. : 467111-005

CUSTOMER NO: 7113701

CUSTOMER: William E. Doyle, Esq
WILLIAM E. DOYLE, P.A.

Suite 2600
1301 Riverplace Blvd
Jacksonville, FL 32207

100002247731--8
-07/25/97-01048-017
****285.00 ****285.00

DOMESTIC FILING

NAME: THE WHOLE ENCHILADA, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

File
2nd

TALLAHASSEE, FLORIDA
97 JUL 18 PM 9:16

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00880

W97-16657

RECEIVED
97 JUL 18 PM 11:20

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16



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: THE WHOLE ENCHILADA, L.C.
Ref. Number: W97000016657

We have received your document for THE WHOLE ENCHILADA, L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

THE REGISTERED AGENT LISTED IN YOUR DOCUMENT MUST BE CONSISTENT.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 497A00036755

RESUBMIT

Please give original
submission date as file date.

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97 JUL 21 PM 12:12



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

We have received your document for THE WHOLE ENCHILADA, L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

PLEASE GIVE A CORRECT TOTAL AMOUNT OF CASH OR PROPERTY CONTRIBUTED BY THEM MEMBERS IN THE AFFIDAVIT (NO. 4).

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 397A00037044

RESUBMIT

Please give original
submission date as file date

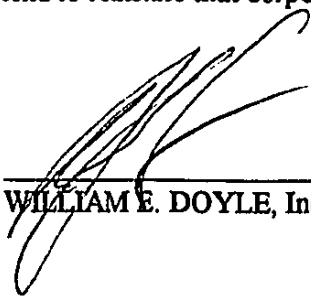
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97 JUL 22 PM 3:28
DIVISION OF CORPORATIONS

CONSENT AND ASSIGNMENT AND TRANSFER
OF CORPORATE NAME

The Consent and Assignment and Transfer of Corporate Name entered into by and between William E. Doyle as incorporator, and David L. Boulter and Vince J. McGuire as initial directors of **The Whole Enchilada, Inc., a Florida Corporation**, whose Articles of Incorporation were filed with the Secretary of State, State of Florida on June 9, 1997, and Campechanga, Inc., a Florida corporation, and O'Malley & McGee's, Inc., an Iowa corporation, as members of **The Whole Enchilada, L.C., a Limited Liability Company to be formed in the State of Florida.**

Whereas **The Whole Enchilada, Inc.**, is a Florida Corporation whose Articles of Incorporation were filed on June 9, 1997, but said corporation has not commenced business, and no shares were issued, and the initial directors named in Articles of Incorporation of **The Whole Enchilada, Inc.** will be a part of the membership of **The Whole Enchilada, L.C., a Limited Liability Company to be formed**, **The Whole Enchilada, Inc.**, by and through its initial directors hereby consent, transfer, and assign the rights to the use of the name "**The Whole Enchilada**" to **The Whole Enchilada, L.C.**

Whereas the initial directors of **The Whole Enchilada, Inc.** intend to voluntarily dissolve that corporation, and file a voluntary dissolution and obtain a certificate of voluntary dissolution with the State of Florida, and whereas they do not intend to reinstate that corporation for the purposes of doing active business under that name.



WILLIAM E. DOYLE, Incorporator

FILED
JUN 13 AM 9 16
TALLAHASSEE, FLORIDA


DAVID L. BOULIER, Initial Director

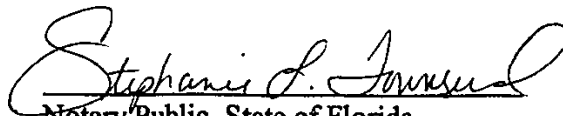

VINCE J. MCGUIRE, Initial Director

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of July, 1997, by William E. Doyle, as incorporator of The Whole Enchilada, Inc., a Florida corporation, and who is personally known to me and who did or did not take an oath.



STEPHANIE L. TOWNSEND
MY COMMISSION # CC407410 EXPIRES
September 15, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

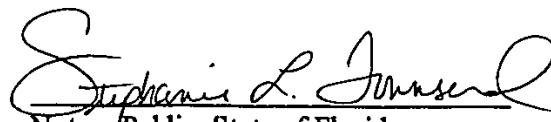

Notary Public, State of Florida
Print Name: Stephanie L. Townsend
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of July, 1997, by David L. Boulrier, as initial director of The Whole Enchilada, Inc., a Florida corporation, and who is personally known to me and who did or did not take an oath.



STEPHANIE L. TOWNSEND
MY COMMISSION # CC407410 EXPIRES
September 15, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

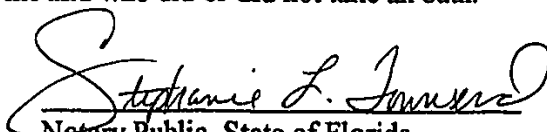

Notary Public, State of Florida
Print Name: Stephanie L. Townsend
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of July, 1997, by Vince J. McGuire, as initial director of The Whole Enchilada, Inc., a Florida corporation, and who is personally known to me and who did or did not take an oath.



STEPHANIE L. TOWNSEND
MY COMMISSION # CC407410 EXPIRES
September 15, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public, State of Florida
Print Name: Stephanie L. Townsend
My Commission expires:

ARTICLES OF ORGANIZATION

OF

THE WHOLE ENCHILADA, L. C.

FILED
97 JUL 18 AM 9:16
TALLAHASSEE, FLORIDA

The undersigned 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 of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **THE WHOLE ENCHILADA, L.C.**, and its principal office shall be located at 125, 127, & 129 1st Avenue North in the City of Jacksonville Beach, County of Duval, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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 set forth in these Articles to the same extent as a natural person might or could do.
3. 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 limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm,

syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 set forth in these Articles, 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.

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 this limited liability 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.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise and power, or do any act which a limited liability company may not, under

Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability 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 limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by its two (2) members, Campechanga, Inc., a Florida corporation and O'Malley & McGee's, Inc., an Iowa corporation. Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Campechanga, Inc.,
a Florida Corporation
8120 Atlantic Blvd.
Jacksonville, FL 32211

&

O'Malley & McGee's, Inc.,
an Iowa Corporation
2600 Ruan Center
Des Moines, Iowa 50309

ARTICLE V

MEMBER RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to

the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount \$30,000.00 cash shall be paid to the limited liability company by each of its two (2) members, Campechanga, Inc., a Florida Corporation, and O'Malley & McGee's, Inc., an Iowa Corporation. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) **Profit Sharing.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal 50% distributive share of the profits. The distributive share of the

profits shall be determined and paid to all the members each year on the anniversary date of the commencement of business of the limited liability company, or as otherwise unanimously consented to by the members.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or , if these sources are insufficient to cover such losses, by the members in 50% equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist until August 1, 2022, or as the case may be, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE XI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1301 Riverplace Blvd., Suite 2600, City of Jacksonville, County of Duval, State of Florida, and the name of the company's initial registered agent at that address is William E. Doyle, P.A.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **THE WHOLE ENCHILADA, L.C.**

Executed by the undersigned at 1301 Riverplace Blvd., Suite 2600, Jacksonville, Florida this

17 Day of July, 1997.

CAMPECHANGA, INC.,
a Florida corporation

By: David L. Boulter
Its _____ President

By: Vince McGuire
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of July, 1997, by David L. Boulter, President, of Campechanga, Inc., a Florida corporation, on behalf of the corporation, and who is personally known to me and who did or did not take an oath.



STEPHANIE L. TOWNSEND
MY COMMISSION # CC407410 EXPIRES:
September 16, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Stephanie L. Townsend
Notary Public, State of Florida
Print Name: Stephanie L. Townsend
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of July, 1997, by Vince J. McGuire, Secretary, of Campechanga, Inc., a Florida corporation, on behalf of the corporation and who is personally known to me and who did or did not take an oath.



STEPHANIE L. TOWNSEND
MY COMMISSION # CC407410 EXPIRES:
September 16, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Stephanie L. Townsend
Notary Public, State of Florida
Print Name: Stephanie L. Townsend
My Commission expires:

O'MALLEY & MCGEE'S, INC.,
an Iowa corporation

By: [Signature]
Its _____ President

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of July, 1997, by Robert S. Cummings, President, of O'Malley & McGee's, Inc., an Iowa corporation, on behalf of the corporation, and who is personally known to me or produced Iowa drivers License 557808590 as identification and who did or did not take an oath.



STEPHANIE L. TOWNSEND
MY COMMISSION # CC407410 EXPIRES
September 15, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Stephanie L. Townsend
Notary Public, State of Florida
Print Name: Stephanie L. Townsend
My Commission expires:

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF DUVAL

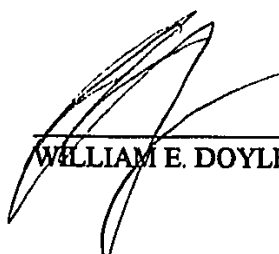
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **THE WHOLE ENCHILADA, L.C.**

The name of the registered agent for **THE WHOLE ENCHILADA, L.C.** is William E. Doyle, P.A. and the street address of the agent is 1301 Riverplace Blvd., Suite 2600, Jacksonville, Florida 32207. The principal office of the company is 125, 127, & 129 1st Avenue North, Jacksonville Beach, Florida 32250.

This statement is to acknowledge that, as indicated above, **THE WHOLE ENCHILADA, L.C.** has appointed William E. Doyle, P.A., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 17th Day of July, 1997.



WILLIAM E. DOYLE, ESQUIRE

TALLAHASSEE
FLORIDA

97 JUL 18 AM 9:16

7-18-97

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledge before me this 17th Day of July, 1997 by William E. Doyle, Esquire, agent on behalf of The Whole Enchilada, L.C., a limited liability company. Mr. Doyle is personally known to me and who did or did not take an oath.



STEPHANIE L. TOWNSEND
MY COMMISSION # 00407410 EXPIRES
September 15, 1998
BONDED THRU TROY FAH INSURANCE, INC.

Stephanie L. Townsend

Notary Public, State of Florida

Print Name: Stephanie L. Townsend

My Commission Expires:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

**STATE OF FLORIDA
COUNTY OF DUVAL**

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of **THE WHOLE ENCHILADA, L.C.**, a Florida corporation, deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$60,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$NONE. A description of the property is attached as Exhibit "A" and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$60,000.00 This total included the amounts from 2 and 3 above.

**CAMPECHANGA, INC.,
a Florida corporation**

By: David L. Boulie
Its _____ President

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 17th day of July, 1997, by David L. Boulie, as a member of The Whole Enchilada, L.C., a Limited Liability Company. Mr. Boulie is personally known to me and who did or did not take an oath.



STEPHANIE L. TOWNSEND
MY COMMISSION # CC407410 EXPIRES
September 15, 1998
BONDED THRU TROY FAY INSURANCE, INC.

Stephanie L. Townsend
Notary Public, State of Florida
Print Name: Stephanie L. Townsend
My Commission expires:

FILED
57 JUL 18 AM 9:16
TALLAHASSEE, FLORIDA