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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Rephul, L.C.

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- Certificate of Fictitious Name
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 28, 1998

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET, SUITE 1  
TALLAHASSEE, FL 32302

SUBJECT: REPHIL, L.C.  
Ref. Number: L97000001382

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We have received your document for REPHIL, L.C. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Pursuant to section 608.412, Florida Statutes, a supplemental affidavit should be filed to reflect an increase in the capital contributions of a limited liability company. The affidavit should set forth the total amount of the capital contributions of the members. If contributions include other than cash, a description and agreed value of property should be attached. The filing fee is \$250. Enclosed is the appropriate form.

Please return 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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 498A00029950

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF  
REPHIL, L.C.**

The initial Articles of Organization of Rephil, L.C., a Florida limited liability company, were filed on December 8, 1997. The Articles of Organization are hereby amended and restated. The name remains the same. The amended and restated articles were duly executed and are being filed in accordance with Section 608.411, Florida Statutes. The amendments were unanimously approved by all the members.

**ARTICLE I  
NAME**

The name of this Florida Limited Liability Company is REPHIL, L.C.

**ARTICLE II  
DURATION**

This Limited Liability Company shall exist for a period of 40 years and shall commence existence on the date these Articles are executed.

**ARTICLE III  
PURPOSE**

This Limited Liability Company is created for the purpose of transacting the business of operating one or more restaurant/bars, and in such other business as may be agreed upon by the members.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of this Limited Liability Company shall be 1619 7<sup>th</sup> Ave. East, Tampa Florida 33605, and such other place or places as the members from time to time may determine. The initial mailing address shall be J. McFarland, 4830 W. Kennedy Blvd., Ste. 750, Tampa, FL 33609.

The initial Registered Agent of the Limited Liability Company shall be Joseph B. McFarland, 4830 W. Kennedy Blvd., Ste. 750, Tampa, FL 33609.

**ARTICLE V  
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum six hundred sixty thousand dollars (\$660,000) which will be contributed by the members in the following amounts by June 30, 1998:

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1) Philippe Cowez	\$330,000	50%
2) Gerard Pirot	\$330,000	50%

No member shall be entitled to receive interest on his contribution to capital.

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

Except as may otherwise be provided by statute, each member is entitled to vote the percentage in interest reflected by the capital contribution.

#### **ARTICLE VI**

#### **MANAGEMENT OF BUSINESS**

The Limited Liability Company shall be managed by two managers with equal authority and ownership interests, in accordance with regulations adopted by the members for the management of the business and affairs of the Limited Liability Company. Philippe Cowez and Gerard Pirot shall be the initial managers of the Limited Liability Company. Each manager shall have the right to veto the decision of the other manager. The address of Philippe Cowez is 26 rue Albert Ier, 95620 Parmain, France. The address of Gerard Pirot is 38320 Brie Angonnes, France.

The approval of all the members is required for the following: (a) assigning Limited Liability Company property to creditors or other assignees, including debts owed the Limited Liability Company; (b) confessing a judgment; (c) submitting a claim to arbitration; (d) executing and delivering any debt instrument; (e) borrowing money in the name of the Limited Liability Company; (f) purchase or sale of any property, real or personal, tangible or intangible, if the total amount equals or exceeds ten thousand dollars (\$10,000); (g) pledging a member's interest to outsiders; and (h) disposal of the goodwill of the Limited Liability Company. This list is not intended to limit or eliminate any obligations of a managing member under Section 608, Florida Statutes, or the regulations of this Limited Liability Company.

#### **ARTICLE VII**

#### **REGULATIONS**

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company by unanimous vote.

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## **ARTICLE VIII**

### **PROPERTY**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

## **ARTICLE IX**

### **MEETING OF MEMBERS**

Annual meetings of the members shall be held within 30 days after the close of the company's fiscal year by telephone or at times and places selected by the members. Special meetings may be called by any member at any time in accordance with the requirements set forth in the regulations. Notice of special meetings shall be by telefax or express, receipted mail service. Attendance at a meeting constitutes a waiver of notice.

Minutes shall be kept of all regular and special meetings.

## **ARTICLE X**

### **TRANSFERABILITY OF MEMBERS' INTEREST**

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

## **ARTICLE XI**

### **PROFITS AND LOSSES**

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to the distributive share of the profits according to his pro rata interest in the company. Losses shall be passed through to each member in the same proportion according to his pro rata interest in the company.

## **ARTICLE XII**

### **ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time with the unanimous written consent of the members.

**ARTICLE XIII**  
**WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, or any other event that terminates the continued membership of a member in the company, this Limited Liability Company shall be dissolved unless the business of the Limited Liability Company is continued by the written consent of all the remaining members of the Limited Liability Company, provided that there are at least two remaining members.

**ARTICLE XIV**  
**WITHDRAWAL OR RETIREMENT OF MEMBER(S)**

In the event any member desires to withdraw or retire from the Limited Liability Company, or becomes disabled so that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles, the member shall give sixty (60) days' notice of his intention in writing by telefax, hand delivery, express mail, or receipted mail to the other members at the last known address of each member. This requirement can be waived if all the members consent in writing. If any member is adjudged incompetent or insane, his guardian shall give notice thereof to each of the other members in the same manner.

**ARTICLE XV**  
**EXPULSION OF MEMBER(S)**

a) Grounds for Expulsion. Any member may be expelled from membership in the Limited Liability Company by the unanimous vote of the other members on the following grounds:

(1) Failure of a member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;

(2) Failure to fulfill any other obligation to the Limited Liability Company as specified in these articles, when such failure has continued for a period of thirty (30) days after written notice thereof;

(3) Adjudication of the member as insane or incompetent;

(4) Disability of the member to the extent that he or she is unable to fulfill his or her obligations to the Limited Liability Company as specified in these articles;

(5) The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States or any state thereof, or the adjudication of the member as a bankrupt or insolvent in proceedings filed against such member under any such act or statutes; or

(6) Any unlawful act causing damage to the Limited Liability Company.

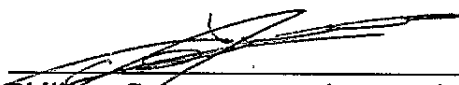
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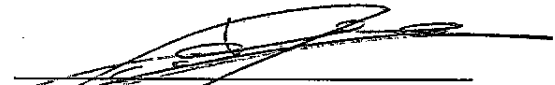
(b) Notice. On the occurrence of any event listed in subparagraph (a) of this article, the defaulting member may be expelled from membership in the Limited Liability Company by a majority vote of the other members upon giving the defaulting member fifteen (15) days' notice of expulsion. The notice shall briefly state the grounds for the expulsion.

#### **ARTICLE XVI** **AMENDMENTS**

These articles, except with respect to the vested rights of the members, may be amended from time to time by at least two-thirds consent of the members, and the amendments shall be filed, duly signed by all members of the Limited Liability Company, with the Florida Department of State. All members of the Limited Liability Company agree to abide by consent of at least two-thirds, and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these articles of organization on May 28, 1998.

  
Philippe Cowez – managing member  
(By Renaud Cowez, with power of attorney)

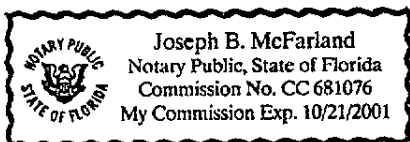
  
Gerard Pirot – managing member  
(By Renaud Cowez, with power of attorney)

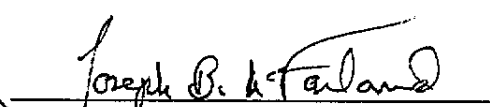
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STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day appeared Renaud Cowez, to me ☒ personally known or provided \_\_\_\_\_ as identification, and who signed the foregoing Amended and Restated Articles of Organization, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed, and who provided limited powers of attorney authorizing him to execute such document.

WITNESS my hand and official seal at Tampa, Florida, this 28<sup>th</sup> day of May, 1998.



  
NOTARY PUBLIC  
State of Florida at Large  
My Commission expires:

ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, 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 statement, 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.

Date: May 28, 1998

Joseph B. McFarland  
Joseph B. McFarland

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