



L98000001024

ACCOUNT NO. : 072100000032

REFERENCE : 887087 4305486

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 285.00

FILED
SECRETARY OF CORPORATIONS
98 JUL 10 PM 3:20

ORDER DATE : July 10, 1998

ORDER TIME : 10:18 AM

ORDER NO. : 887087-005

CUSTOMER NO: 4305486

200002585112--0

CUSTOMER: Ms. Joanne C. Mcanlis
TAFT STETTINIUS & HOLLISTER

1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202

DOMESTIC FILING

NAME: TOMARRIE II, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

RECEIVED
98 JUL 10 AM 11:22
DIVISION OF CORPORATIONS



Brancheau Management/Tomarrie, Inc.

a franchisee of Taco Bell

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 10 PM 3:20

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Re: Re: Tomarrie II, L.C.

To whom it may concern:

Please consider this letter to be the formal consent of Tomarrie, Inc., a Florida corporation, to allow Tomarrie II, L.C. to be formed as a Florida limited liability company. Along with my wife, I am the founder and principal owner of both Tomarrie, Inc. and Tomarrie II, L.C. I will also be the manager of Tomarrie II, L.C.

Please contact me if you have any questions in this regard.

Sincerely yours,

Tom Brancheau
President

800 Seagate Dr., Suite 203
Naples, FL 34103
941 261-0233
Fax: 941 261-3246

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I- Name:

The name of the Limited Liability Company is:

TOMARRIE II, L.C.

ARTICLE II- Address:

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

c/o Tomarrie, Inc.
800 Seagate Drive, Suite 203
Naples, FL 34103

ARTICLE III- Duration:

The period of duration for the Limited Liability Company shall be:

ARTICLE IV- Management: (check and complete the appropriate statement)

- ☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Mr. Thomas Brancheau
c/o Tomarrie, Inc.
800 Seagate Drive
Suite 203
Naples, FL 34103

- ☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

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98 JUL 10 PM 3:29

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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DIVISION OF CORPORATIONS
98 JUL 10 PM 3:20

The undersigned member or authorized representative of a member of _____
TOMARRIE II, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 9,400,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ ---
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ ---
- 5) the total amounts of 2, 3 and 4 is \$ 9,400,000

Thomas Brancheau

Signature of a member or authorized representative of a member.
Tom Brancheau

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 Or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 10 PM 3:20

1. The name Of the limited liability Company is: TOMARRIE II, L.C.

2. The name and address Of the registered agent and Office is:

Tom Brancheau

c/o Tomarrie, Inc. (NAME)
800 SEagate Drive, Suite 203

(P. O. BOX NOT ACCEPTABLE)

Naples, FL 34103

(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.

Thomas Brancheau

(SIGNATURE)

Tom Brancheau

7-8-98

(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent