

L98000001636

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

Mark James Seafood  
Company, L.C.

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-08/27/98--01009--019  
\*\*\*\*337.50 \*\*\*\*337.50

Name	8/27/98
Availability	dec
Document Examiner	dec
Updater	dec
Updater Verifier	dec
Acknowledgement	dec
W. P. Verifier	dec

Signature \_\_\_\_\_

Requested by: ces

Name \_\_\_\_\_

Date 8/27

Time 9:52

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

W98000019680

Art of Inc. File _____	RECEIVED 80 AUG 27 AM 10:32 DIVISION OF CORPORATION	FILED 98 AUG 28 PM 3:30 SECRETARY OF STATE TALLAHASSEE, FLORIDA
LTD Partnership File _____		
Foreign Corp. File _____		
✓ L.C. File <u>cert.</u> _____		
Fictitious Name File _____		
Trade/Service Mark _____		
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Art. of Amend. File _____		
RA Resignation _____		
Dissolution / Withdrawal _____		
Annual Report / Reinstatement _____		
✓ Cert. Copy _____		
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Certificate of Good Standing _____		
Certificate of Status _____		
Certificate of Fictitious Name _____		
Corp Record Search _____		
Officer Search _____		
Fictitious Search _____		
Fictitious Owner Search _____		
Vehicle Search _____		
Driving Record _____		
UCC I or 3 File _____		
UCC II Search _____		
UCC II Retrieval _____		
Courier _____		



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 27, 1998

CAPITAL CONNECTION, INC.  
417 E VIRGINIA STREET, SUITE 1  
TALLAHASSEE, FL 32301

SUBJECT: MARK JAMES SEAFOOD COMPANY, L.C.  
Ref. Number: W98000019680

We have received your document for MARK JAMES SEAFOOD COMPANY, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 898A00044446

**ARTICLES OF ORGANIZATION**

**OF**

**MARK JAMES SEAFOOD , L.C.**

**ARTICLE I**

**LIMITED LIABILITY COMPANY NAME**

The name of this limited liability company shall be:

**MARK JAMES SEAFOOD , L.C.**

**ARTICLE II**

**COMMENCEMENT AND DURATION**

This limited liability company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist until December 31, 2027, unless sooner dissolved according to law.

**ARTICLE III**

**PURPOSE**

The limited liability company is hereby organized for the purposes of opening and operating a seafood restaurant, market and lobster house inclusive of the sale of spirituous beverages within the State of Florida but it shall also be authorized to engage in any other activity or business permitted under the laws of the State of Florida.

**ARTICLE IV**

The Initial Mailing and Principal **\*ADDRESS AND INITIAL REGISTERED AGENT AND  
REGISTERED OFFICE ADDRESS**

The Initial Mailing and Principal address for the limited liability company shall be:

6606 S. Tamiami Trail  
Sarasota, Florida 34231

and the name and address of the initial registered agent for the limited liability company shall be:

James R. Chandler, III  
3851 Tangier Terrace  
Sarasota, Florida 34239

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**ARTICLE V**  
**CONTRIBUTIONS**

The total cash initially contributed to the limited liability company shall be Six Thousand Six Hundred Dollars (\$6,600.00). It is anticipated that the initial member of this limited liability company may contribute other capital and/or that additional members will be admitted who will contribute additional capital for their interest in this limited liability company, but such additional contribution and/or admissions are not made mandatory hereby.

**ARTICLE VI**  
**INITIAL ORGANIZERS OF LIMITED LIABILITY COMPANY**

The initial organizers of this limited liability company are:

James R. Chandler, III  
3851 Tangier Terrace  
Sarasota, Florida 34239

Marc Forlenza  
108 Sunrise Boulevard  
Nokomis, Florida 34275

Nick Bonfrere  
7535 Calle Facil  
Sarasota, Florida 34238

Rafael A. Gonzalez  
3185 Novus Court  
Sarasota, Florida 34237

**ARTICLE VII**  
**INITIAL MEMBERS OF LIMITED LIABILITY COMPANY**

The initial members of this limited liability company are:

James R. Chandler, III  
3851 Tangier Terrace  
Sarasota, Florida 34239

Marc Forlenza  
108 Sunrise Boulevard  
Nokomis, Florida 34275

Nick Bonfrere  
7535 Calle Facil  
Sarasota, Florida 34238

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Rafael A. Gonzalez  
3185 Novus Court  
Sarasota, Florida 34237

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Thereafter, additional members may be admitted in accordance with their contributions and as is otherwise provided by the regulations of this limited liability company.

ARTICLE VIII  
DEATH OR INCAPACITY OF A MEMBER OR MEMBERS

The limited liability company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the limited liability company.

Further, this limited liability company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the company if a majority in interest and number of the remaining members of the company elect to continue the business of the limited liability company and provided further that there shall be delivered to the limited liability company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the limited liability company and elect a new manager or managers will adversely affect either the limited liability status or the tax status of the limited liability company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the membership, they may elect to reform the limited liability company and elect a new manager or managers in the place of the former managers and continue the limited liability company's business. In such event, the existing limited liability company shall be dissolved and all of its assets and liabilities shall be contributed to a new limited liability company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new limited liability company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

ARTICLE IX  
MANAGEMENT

This limited liability company shall initially be managed by four managers, although the number of managers of the company may be altered from time to time, in accordance with the regulations of the company. The initial managers shall be:

James R. Chandler, III  
3851 Tangier Terrace  
Sarasota, Florida 34239

Marc Forlenza  
108 Sunrise Boulevard  
Nokomis, Florida 34275

Nick Bonfrere  
7535 Calle Facil  
Sarasota, Florida 34238

Rafael A. Gonzalez  
3185 Novus Court  
Sarasota, Florida 34237

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ARTICLE X  
REGULATIONS OF LIMITED LIABILITY COMPANY

At the initial meeting of the members of this limited liability company, there shall be adopted the regulations of the limited liability company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the company.

ARTICLE XI  
INDEMNIFICATION

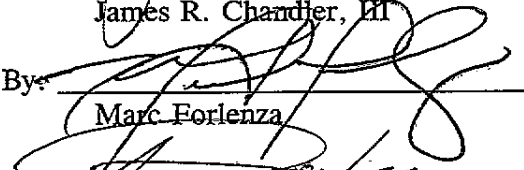
The limited liability company shall indemnify any manager or member, or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Organizers have caused these Articles or Organization to be executed this 26<sup>th</sup> day of August, 1998.

MARK JAMES SEAFOOD COMPANY, L.C.

By: 

James R. Chandler, III

By: 

Marc Forlenza

By: 

Nick Bonfrere

By: 

Rafael A. Gonzalez

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

SWORN TO and SUBSCRIBED before me this 26<sup>th</sup> day of August, 1998, by JAMES R. CHANDLER, III, who is personally known to me and/or has produced \_\_\_\_\_ as identification and who did take an oath.

  
Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA )  
COUNTY OF SARASOTA )



Karen B. Marshall  
MY COMMISSION # CC489165 EXPIRES  
December 30, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

SWORN TO and SUBSCRIBED before me this 26<sup>th</sup> day of August, 1998, by MARC FORLENZA, who is personally known to me and/or has produced \_\_\_\_\_ as identification and who did take an oath.

  
Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA )  
COUNTY OF SARASOTA )



Karen B. Marshall  
MY COMMISSION # CC489165 EXPIRES  
December 30, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

SWORN TO and SUBSCRIBED before me this 26<sup>th</sup> day of August, 1998, by NICK BONFRERE, who is personally known to me and/or has produced \_\_\_\_\_ as identification and who did take an oath.

  
Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA )  
COUNTY OF SARASOTA )



Karen B. Marshall  
MY COMMISSION # CC489165 EXPIRES  
December 30, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

SWORN TO and SUBSCRIBED before me this 26<sup>th</sup> day of August, 1998, by RAFAEL A. GONZALEZ, who is personally known to me and/or has produced \_\_\_\_\_ as identification and who did take an oath.

  
Notary Public, State of Florida

My Commission Expires:



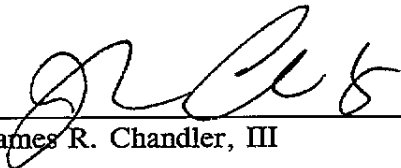
Karen B. Marshall  
MY COMMISSION # CC489165 EXPIRES  
December 30, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT  
AND REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated within the above and foregoing Articles of Organization, hereby accepts the appointment as registered agent and agrees 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 26<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
James R. Chandler, III



**AFFIDAVIT SUBMITTED IN COMPLIANCE WITH  
§608.407(2), FLORIDA STATUTES**

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

BEFORE ME the undersigned authority personally appeared JAMES R. CHANDLER, III, who has a legal address of 3851 Tangier Terrace, Sarasota, Florida 34239, known to me to be the person who subscribed his name below, who after having been first duly sworn by me on oath deposes and says:

1. I am one of the four (4) initial organizers and members of MARK JAMES SEAFOOD, L.C., a Florida limited liability company.
2. The limited liability company has four (4) initial members, as is set forth in the Articles of Organization, those being the undersigned, Marc Forlenza, Nick Bonfrere and Rafael Gonzalez.
3. The total cash initially contributed to the limited liability company shall be Six Thousand Six Hundred Dollars (\$6,600.00); it is anticipated that another Three Hundred Thirty Thousand Dollars (\$330,000.00) of capital shall be contributed in the future by new members.
4. This affidavit is submitted to the Florida Department of State for the filing of the Articles of Organization of such entity.

FURTHER AFFIANT SAYETH NAUGHT.

  
JAMES R. CHANDLER, III

SWORN TO and SUBSCRIBED to before me, JAMES R. CHANDLER, III who is personally known and/or produced \_\_\_\_\_ as identification, this 20<sup>th</sup> day of August, 1998.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Karen B. Marshall  
COMMISSION # CC489165 EXPIRES  
SEPTEMBER 30, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.