

# L98000002037

## MICHAEL J. McDERMOTT, P.A.

Attorneys At Law

791 WEST LUMSDEN ROAD • BRANDON, FLORIDA 33511

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02544 September 21, 1998

The Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800002646228--5  
-09/22/98--01058--002  
\*\*\*\*337.50 \*\*\*\*337.50

Re: Filing Articles of Organization and  
Affidavit for Real Deal, L.C.  
Our File No.: 98-0300

To Whom It May Concern:

Enclosed please find the following documents to file of record to create the noted limited liability company.

1. Articles of Organization and Affidavit
2. Designation of Registered Agent/Office.
3. A Copy for Certification.
4. A check in the amount of \$337.50 for following costs:
  - a. Filing Fee for Articles of Organization \$250.00
  - b. Designation of Registered Agent/Office 35.00
  - c. Certified copy 52.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -5 AM 11:47

I have included a self addressed stamped envelope so that you can return a certified copy of the Articles of Organization once they have been filed.

Should you have any additional information, please do not hesitate to call.

W18-21776

Sincerely,

Michael J. McDermott, Esquire

MJM\dlg  
Enclosures

dig\data\1998\98-0300\Secretary of State Ltr

Name	MJM
Availability	MJM
Document Examiner	MJM
Updater	MJM
Updater Verifier	MJM
Acknowledgement	MJM



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 23, 1998

MICHAEL J. MCDERMOTT, ESQ.  
791 WEST LUMSDEN ROAD  
BRANDON, FL 33511

SUBJECT: REAL DEAL, L.C.  
Ref. Number: W98000021776

We have received your document for REAL DEAL, 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 designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The document must contain the names and street addresses of the members or managers 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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 398A00047981

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ARTICLES OF ORGANIZATION  
*for*  
REAL DEAL OF WEST FLORIDA, L.C.  
Florida Limited Liability Company

ARTICLE I  
NAME

The name of the Limited Liability Company is: REAL DEAL OF WEST FLORIDA,  
L.C.

ARTICLE II  
ADDRESS

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

Mailing Address: Post Office Box 630  
Lithia, Florida 33547

Street Address: 5025 W. Lemon Street  
Tampa, FL 33609

ARTICLE III  
DURATION

The period of duration for the Limited Liability Company shall be thirty (30) years.

ARTICLE IV  
MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and  
address of such manager who is to serve as the initial manager is: TODD QUINZI. The  
manager's address is 5003 Muirway, Lithia, FL 33547. The manager shall thereafter be  
appointed in accordance with the Operating Agreement for the Company.

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ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the existing members to admit additional members and the terms and conditions of the admissions shall be as provided in the Operating Agreement for the Company and specifically contingent on the formal approval of Domino's Pizza, Inc.

ARTICLE VI  
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the existing members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the limited liability company shall be as provided in the Operating Agreement for the Company and specifically contingent on the formal approval of Domino's Pizza, Inc.

ARTICLE VII  
TRANSFER RESTRICTIONS

The right, if given, of the members to transfer their interests (voluntarily or involuntarily) or of any person to succeed to their interest shall be as provided in the Operating Agreement for the Company and is: 1) expressly subordinate to any Domino's Pizza, Inc. option to purchase all of the assets of any store (which constitutes an asset of the Company) upon the termination or expiration of the Domino's franchise under which the particular store is operated; 2) only capable of being made to an approved franchisee of Domino's Pizza, Inc. as defined in its Standard Franchise Agreement; and 3) subject to Domino's Pizza, Inc.'s right of first refusal to acquire certain assets (store assets) of the L.L.C. in accord with its franchise rights.

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**ARTICLE VIII**  
**INITIAL MEMBERS**

The initial members of the limited liability company and their addresses are as follows:

1. Seminole Pizza, II, Inc., a Florida Corporation  
5025 West Lemon Street  
Tampa, FL 33609
2. T-N-T Pizza, Inc., a Florida Corporation  
P.O. Box 630  
Lithia, FL 33547

IN WITNESS WHEREOF, the undersigned member(s) have executed these Articles of  
Organization this 17<sup>th</sup> day of September, 1998.

SEMINOLE PIZZA II, INC.

By: \_\_\_\_\_

THOMAS BEAN as its President  
5025 West Lemon Street  
Tampa, Florida 33609

T-N-T PIZZA, INC.

By: \_\_\_\_\_

TODD QUINZI as its President  
Post Office Box 630  
Lithia, Florida 33547

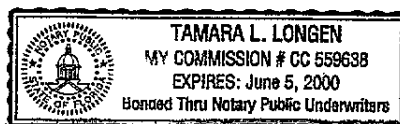
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STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me THOMAS BEAN as President of SEMINOLE PIZZA II, INC. known to me and known by me to be the person who executed the foregoing Articles of Organization, who took an oath, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17<sup>th</sup> day of September, 1998.

  
NOTARY PUBLIC - STATE OF FLORIDA  
My Commission Expires:

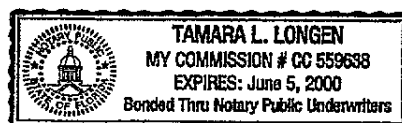


STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me TODD QUINZI as President of T-N-T PIZZA, INC. known to me and known by me to be the person who executed the foregoing Articles of Organization, who took an oath, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17<sup>th</sup> day of September, 1998.

  
NOTARY PUBLIC - STATE OF FLORIDA  
My Commission Expires:



dlg\data\1998\98-0300\Articles of Organization

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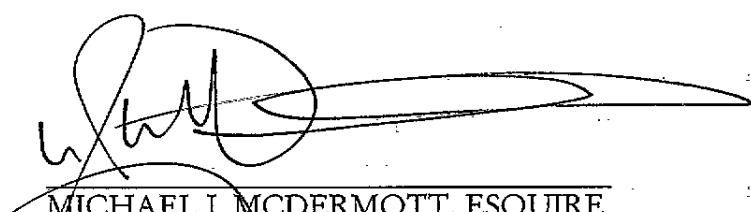
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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 AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: REAL DEAL OF WEST FLORIDA, L.C.
2. The name and address of the registered agent and office is: MICHAEL J. MCDERMOTT, ESQUIRE, 791 West Lumsden Road, Brandon, Florida 33511.

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 agreed 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 obligation of my position as registered agent.

Date: 9-17-98

  
MICHAEL J. MCDERMOTT, ESQUIRE  
MICHAEL J. MCDERMOTT, P.A.  
791 West Lumsden Road  
Brandon, Florida 33511  
(813) 684-3131  
Registered Agent for  
Real Deal of West Florida, L.C.

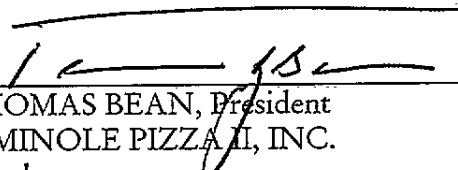
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH}

The undersigned member or authorized representative of a member of REAL DEAL  
OF WEST FLORIDA, 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 members is \$0.00.
3. If any, the agreed value of property other than cash contributed by the  
members is \$3,920,000.00. A description of the property is attached and made a part hereof as  
Exhibit "A".
4. The total amount of cash or property anticipated to be contributed by members  
is \$3,920,000.00. This total includes amounts from 2 and 3 above.

  
THOMAS BEAN, President  
SEMINOLE PIZZA II, INC.  
Member

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH}

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of  
September, 19 98, by THOMAS BEAN, who is (or are) personally known to  
me or who has produced \_\_\_\_\_ as identification and who did (did not) take  
an oath.

  
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EXHIBIT "A"

<u>NAME</u>	<u>ADDRESS</u>	<u>INITIAL CAPITAL CONTRIBUTION</u>	<u>MEMBERSHIP UNITS</u>
Seminole Pizza II, Inc.	5025 West Lemon Street Tampa, Florida 33609	\$2,265,000.00 Personal Property and general Business Assets as identified in Schedule A attached hereto.	57.78
T-N-T Pizza, Inc.	Post Office Box 630 Lithia, Florida 33547	\$1,655,000.00 Personal Property and general Business Assets as identified in Schedule B attached hereto.	42.22

  
THOMAS BEAN

  
TODD QUINZI

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