

L990000000147

Document Number Only

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

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-04/29/99--01080--025

*****52.50 *****52.50

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-05/03/99--01121--002

****250.00 ****250.00

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-04/29/99--01080--026

*****52.50 *****52.50

Apple Capital Group, LLC

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

C-TAX

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

C. COPY

STATE

N. BANK

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

JOEY

Name	
Availability	
Document Examiner	<i>Dec</i>
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Verifier	<i>Dec</i>
Acknowledgment	<i>Dec</i>
W.P. Verifier	<i>Dec</i>

4/29/99
DIVISION OF CORPORATION

99 APR 29 PM 12:16

RECEIVED

L990000000147

FILED
99 APR 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Supplemental
affidavit
(see)



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 29, 1999

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: APPLE CAPITOL GROUP, LLC
Ref. Number: L99000000147

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

According to the amended and restated articles you are increasing the contributions of the members. You will need to send an additional \$250.00 over before we can file this amendment.

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: 899A00023065

**FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
APPLE CAPITOL GROUP, LLC**

The following shall amend and restate the Articles of Organization for Apple Capitol Group, LLC in their entirety:

These are the First Amended and Restated Articles of Organization for Apple Capitol Group, LLC, which have been duly executed, ratified and adopted according to §608.411 and other provisions under Chapter 608 of the Florida Statutes by the Members and Managers of Apple Capitol Group, LLC. The original Articles of Organization were filed on January 8, 1999.

ARTICLE I – Name:

The name of the Limited Liability Company is **Apple Capitol Group, LLC**.

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is 490 Sawgrass Corporate Parkway, Suite 330, Sunrise, Florida, 33325.

ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV – Registered Agent:

The name and address of the initial registered agent of the Limited Liability Company shall be Jason Kirschner at 490 Sawgrass Corporate Parkway, Suite 330, Sunrise, Florida, 33325.

ARTICLE V – Members:

The members of the Limited Liability Company shall be:

ANDREAS TYPALDOS
JASON R. KIRSCHNER
LABRADOR HOLDINGS, INC.

40 West 77th Street, New York, New York 10024
2710 Oakbrook Lane, Weston, Florida 33332
2710 Oakbrook Lane, Weston, Florida 33332

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TALLAHASSEE, FLORIDA

ARTICLE VI – Membership Interests:

The managers of the Limited Liability Company are authorized to establish additional classes or series of membership interests in this Company as well as establish the voting rights of members and managers.

ARTICLE VII – Restrictions on Transfers of Membership Interests:

The membership interests represented by Certificates of Ownership are restricted as to their transferability and may not be transferred, sold, assigned, pledge or hypothecated except in strict compliance with the terms and conditions of certain agreement(s) entered between the Company and Applebee's International, Inc., which agreement(s), among other things, grant Applebee's International, Inc. a right of first refusal to purchase said membership interests under certain circumstances, all as more fully set forth in said agreement(s), copies of which are on file at the principal offices of the Company.

ARTICLE VIII – Management:

The Limited Liability Company is to be managed by one or more managers and the names and addresses of such managers who are to serve as managers are:

Jason R. Kirschner
2710 Oakbrook Lane
Weston, FL 33332

Chief Executive Manager/President

Bruce E. Frazey
915 Savannah Falls Drive
Weston, FL 33327

Chief Financial Manager/Treasurer/Secretary

Vincent James Willey
9554 Bellhaven Court
Frederick, MD 21701

Chief Operating Manager

ARTICLE IX – Regulations:

The members of the Limited Liability Company shall have the power to adopt, alter, amend or repeal the Regulations of the Limited Liability Company.

ARTICLE X – Indemnification:

No manager, officer or managing member of this Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such managing

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member, manager or officer as a managing member, manager or officer; provided, however, that this Article shall not eliminate or limit the liability of a managing member, manager or officer to the extent provided by applicable law (i) for any breach of the managing member, manager or officer's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 608.4362 or 608.4363 of the Florida Statutes, or (iv) for any transaction from which the managing member, manager or officer derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any managing member, manager or officer of the Company for or with respect to any acts or omissions of such managing member, manager or officer occurring prior to such amendment or repeal.

ARTICLE XI - Business Continuation

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event which terminates the continued membership of a member of the Company, the remaining members of the Company shall be asked to consent to the continuation of the Company as a legal entity without dissolution and to the continuance of its business and, upon consent by a majority of the remaining members, the Company shall continue as a legal entity without dissolution and shall continue its business accordingly in accordance with Section 608.441 of the Florida Statutes.

ARTICLE XII - Affidavit of Membership and Contributions:

The authorized representative of a member of Apple Capitol Group, LLC certifies

- 1) the above named Limited Liability Company has at least one member;
- 2) the total amount of cash contributed by the members is \$ 3,850,000.00;
- 3) if any, the agreed value of the property other than cash contributed by member(s) is \$ 0.00;
(A description of the property is attached and made a part hereto); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 3,850,000.00


Jason R. Kirschner, President of Labrador Holdings, Inc.

(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.)

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APR 29 PM 4:30
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TALLAHASSEE, FLORIDA