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Sunshine Café II

REGISTRATION SECTION  
DIVISION OF CORPORATIONS  
409 E. Gaines St.  
Tallahassee, FL 32399

100002755501--9

-01/26/99--01031--004

\*\*\*285.00 \*\*\*285.00

Enclosed is the check and the necessary information to file for The Articles of Organization for Sunshine Café II.

Mailing Address:


Sunshine Café II  
c/o Paula Stuart  
222 W. Comstock Ave, Suite 221  
Winter Park, FL 32789  
(407) 599-1191

Should you have any questions regarding this matter, please contact Robin Feagins at (407) 599-1191.

Thank you,



Robin Feagins

Name	
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgement	
W. P. Verityer	

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION FOR FLORIDA  
LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I - Name:**

The name of the Limited Liability Company is: Sunshine A II, L.L. ("Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is: c/o Paula Stuart & Associates, 222 W. Comstock Avenue, Suite 221, Winter Park, Florida 32789.

**ARTICLE III - Duration:**

The period of duration for the Company shall be thirty (30) years from the date hereof.

**ARTICLE IV - Management:**

The 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: Paula Stuart, 222 W. Comstock Avenue, Suite 221, Winter Park, Florida 32789.

The Company is to be managed by the Members and the name(s) and address(es) of the managing member(s) is/are:

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the Members to admit additional Members and the terms and conditions of the admissions shall be:

Prior to any sale, exchange, mortgage, pledge or other transfer ("**Transfer**") except by gratuitous donation, inheritance or legacy and except for transfers between spouses or between a Member and the estate of her deceased spouse ("**Permitted Assignments**") of all or any portion of an interest in the Company of a Member, or assignee thereof, the Transferring Member shall obtain the prior written consent of the remaining Members. Any Member making a Transfer (including without limitation, a Permitted Assignment) of all or any portion of her interest in the Company shall, in addition to designating in the Transfer instrument the portion of the interest that is being

Transferred, designate the corresponding number of membership units that are being Transferred. Any person acquiring an interest in the Company by a Permitted Assignment or by a Transfer, or any person becoming assignee of a Member shall not become a Substitute Member unless and until she is admitted as a Member, but shall be treated only as an assignee of an interest. An assignee shall not be entitled to immediate valuation and payment with respect to the Transferred interest, but shall only be entitled to receive such distribution or distributions to which the assignor was entitled to the extent assigned and shall be allocated the share of Company capital, profits, depreciation deductions, losses, distributions and available cash attributable to the interest transferred to her. An assignee of an interest in the Company shall not become a Member or participate in the management of the Company unless all of the Members consent in writing, and the assignee executes an instrument satisfactory to the Company accepting and adopting the terms and provisions of the Company regulations.

#### **ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining Members of the 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 in the Company shall be:

A Member does not have the right or power to withdraw from the Company as a Member. If a Member dissolves, terminates, becomes bankrupt, dies, or is adjudged to be incompetent by a court of competent jurisdiction, the Member's membership ceases. In any such case, and in any other case in which a Member's membership ceases, the former Member or such Member's executor, administrator, guardian, conservator, or other legal representative shall be treated as an assignee of such Member's Interest and shall have no right to immediate valuation or payment of the affected Interest.

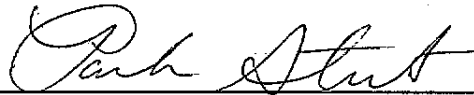
#### **ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned Member certifies:

- 1) the Company has at least one Member;
- 2) the total amount of cash contributed by the Member(s) is \$200,000.00

3) if any, the agreed value of property other than cash contributed  
by Member(s) is: \$300,000.00

(A description of the property is attached and made a part hereof); and  
4) the total amount of cash and property contributed and anticipated to be  
contributed by Member(s) is: \$500,000.00



Paula Stuart, Member

Date: January 19, 1999

(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)

### **Description of Property Contributed to Sunshine A II, L.L.C.**

\$200,000 in cash is being contributed by the Members. Paula Stuart, a member and the designated manager, is contributing her 80% partnership interest in Sunshine Cafes, II, a Florida general partnership to the limited liability company (the "**Partnership Interest**"). The Partnership Interest has been assigned a value of \$300,000.00. The total amount of cash and other property contributed to the limited liability company is \$500,000.00

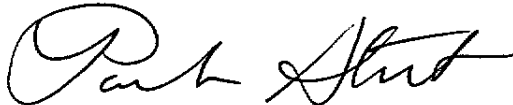
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is: **Sunshine A II, L.L.C.**
2. The name and the Florida street address of the registered agent is:

**Paula Stuart  
222 W. Comstock Avenue  
Suite 221  
Winter Park, Florida 32789**

*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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



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Paula Stuart, Registered Agent

Date: January 19, 1999