

LA90000000616

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Panama City Beach, Florida 32417

Brian D. Hess

Steven L. Applebaum

Desc. of Prop.

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January 12, 1999

Secretary of State

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

W99-1808

Re: RAF, L.C.

500002741715--8

-01/14/99-01074-002

***285.00 ***285.00

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Organization and Affidavit for **RAF, L.C.** A check also is enclosed in the sum of \$285.00 for your fee. Please forward a copy marked filed of the Articles and Affidavit after filing back to me. If you need anything further to file the Articles, please call me.

Sincerely,

Steven L. Applebaum

1-11-99
SECRETARY OF STATE
DIVISION OF CORPORATIONS
59 FEB -3 PM 1:57

SLA/pdm

Enclosures

Articles and Affidavit

Filing Fee

| | |
|-------------------|--|
| Name | |
| Availability | |
| Document Examiner | |
| Updater | |
| Updater Verifier | |
| Acknowledgement | |
| P. Verifier | |



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 1999

STEVEN L. APPLEBAUM
LAW OFFICE OF BRIAN D. HESS
P.O. BOX 9454
PANAMA CITY BEACH, FL 32417

SUBJECT: RAF, L.C.
Ref. Number: W99000001808

We have received your document for RAF, L.C. and your check(s) totaling \$285.00. 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.

Please give a description of the property listed on the affidavit.,

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: 799A00003317

Articles of Organization
for
GRAF, L.C.
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Act, do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be **GRAF, L.C.**
2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. The street and mailing address is 6912 Sunset Avenue, Panama City Beach, Florida 32408.
4. **Registered Agent and Office.** The name and street address of the initial registered agent and office of this company is as follows:

Rhonda A. Fernandez
6912 Sunset Avenue
Panama City Beach, Florida 32408
5. **Admission of Additional Members; and Terms and Conditions of such Admissions:** Additional members may be admitted upon the approval of a majority of the members of the company, upon the written application of such new member, in the manner set forth in the Bylaws of this company.
6. **Right to Continue Business.** The remaining members may 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.
7. **Management of Company.** Management of the company is reserved to the members. The names and addresses of the managerial members are:

Rhonda A. Fernandez
6912 Sunset Avenue
Panama City Beach, Florida 32408

99 FEB -3 PM 1:57
STATE
DIVISION OF CORPORATE AFFAIRS

8. ***Amendment of Articles of Organization.*** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the company. In the event a new member is added by such amendment, it shall be also signed by the member to be added.

9. ***Regulation of Company.*** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the members unless vested in the managers of the company by any amendments of the Articles of Organization. Regulations adopted by the members or by the managers may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the managers.

10. ***Informal Action of Members.*** Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the managers of the company as part of its records.)

11. ***Contracting Debt.*** Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the managers or if managed by the members, by the written consent of all members of this company, unless otherwise provided herein.

12. ***Transferability of Member's Interest.*** An interest of a member of this company may be transferred or assigned to such extent and in the manner provided in the operating agreement. However, if all of the remaining members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member otherwise would be entitled.

13. ***Withdrawal or Reduction of Member's Contributions to Capital.*** A member shall not receive out of the company property any part of his or its contribution to capital until:

(a) all liability of the company, except liabilities to members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them;

(b) the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded;

(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

In Witness Whereof, the undersigned Incorporator has hereunto set his hand and seal this 1st day of February, 1999.

Rhonda A. Fernandez
Rhonda A. Fernandez

Having been named as registered agent and to accept service of process for the above-stated limited liability company, 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.

Rhonda A. Fernandez
Rhonda A. Fernandez

Affidavit
[F.S. §608.407(2)]

State of Florida
County of Bay

Before the undersigned authority personally appeared **Rhonda A. Fernandez** who on oath says:

1. That she is a member of **GRAF, L.C.**
2. That **GRAF, L.C.** has one member.
3. The amount of cash contributed by the members is \$8,000.00. The value of personal property contributed is \$3,200.00. (restaurant equipment)
4. The total amount of cash and personal property anticipated to be contributed by the members is \$11,200.00.

Further Affiant sayeth not.

Rhonda A. Fernandez
Rhonda A. Fernandez

Sworn to and subscribed before me this 14th day of February 1999, by **Rhonda A. Fernandez** who is [] personally known to me or [X] produced Florida Drivers License as identification.



Patricia D. Moore
MY COMMISSION # CC547650 EXPIRES
April 15, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Patricia D. Moore
Notary Public
My Commission Expires: