

Document Number Only

L99000001545

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

500002808175--5

-03/16/99--01091--017

****285.00 ****285.00

CORPORATION(S) NAME

RECEIVED

MAR 16 PM 1:35

DIVISION OF CORPORATION

Junkins Management of Port Charlotte L.L.C.

99 MAR 16 AM 11:52

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name Availability

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

3/14

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

Connie



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 16, 1999

CT CORP.

SUBJECT: DUNKIN'S MANAGEMENT OF PORT CHARLOTTE L.L.C.
Ref. Number: W99000006359

We have received your document for DUNKIN'S MANAGEMENT OF PORT CHARLOTTE L.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):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 899A00012665

Walk-In

Pick-Up

3/18/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 AM 11:52

FAX AUDIT NO.:

**ARTICLES OF ORGANIZATION
OF
DUNKIN'S MANAGEMENT OF PORT CHARLOTTE L.L.C.**

ARTICLE I - NAME

The name of this limited liability company is Dunkin's Management of Port Charlotte L.L.C. (the "Company").

ARTICLE II - DURATION

The Company shall exist from the date of filing these Articles of Organization with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless such business is to be continued in accordance with the provisions hereof.

ARTICLE III - MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the Company is:

842 S. 30th Street
Heath, Ohio 43056

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The name and the street address of the initial registered agent of the Company is:

<u>Name</u>	<u>Address</u>
Stuart Dunkin	3675 N. Country Club Drive Aventura, FL 33180

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 AM 11:52

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

No transfer of all or any portion of a Membership Interest or subsequent admission of a transferee as a Member of the Company shall be permitted without the prior written consent of the Manager, which consent may be granted or withheld in the sole discretion of the Manager. Notwithstanding the foregoing, the Manager shall have the ability to transfer its Membership Interest at any time without the prior consent of the Members.

Prepared by: Guy E. Whitesman, Esquire
Florida Bar No.: 334189
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

FAX AUDIT NO.:

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall continue the business of the Company, unless a vote to dissolve is passed by unanimous written agreement.

ARTICLE VII - MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager" or "Managers"). The following is the name and address of the initial Manager who shall serve as the Manager of the Company until its successor is elected and qualified:

<u>Name</u>	<u>Address</u>
Dunkin's Diamonds & Gold of Heath, Inc.	842 S. 30th Street Heath, Ohio 43056

Thereafter, the Manager or Managers shall be elected as provided in the Company's regulations ("Regulations").

ARTICLE VIII - REGULATIONS

The Members shall have the power to adopt, alter, amend, or repeal the Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, the undersigned, being all of the original Members of the Company, have executed these Articles of Organization, this 10th day of March, 1999.

DUNKIN'S DIAMONDS & GOLD OF HEATH,
INC., an Ohio corporation

By: [Signature]
Stuart Dunkin, President

[Signature]
CARNEY CHAVIS

[Signature]
KARL J. VICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 AM 11:52

FAX AUDIT NO.:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of DUNKIN'S MANAGEMENT OF PORT CHARLOTTE L.L.C. deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the Members is \$45,000.00. The property other than cash contributed by the Members is described as Inventory and the agreed value thereof is \$195,000.00.
3. The total amount of cash or property anticipated to be contributed by the Members is \$240,000.00. This total amount includes the amount from 2 above.

DUNKIN'S DIAMONDS & GOLD OF
HEATH, INC.

By: [Signature]
Stuart Dunkin, President

STATE OF OHIO)

COUNTY OF LICKING)

SS:

BEFORE ME, the undersigned authority, personally appeared Stuart Dunkin, as the President of Dunkin's Diamonds & Gold of Heath, Inc., an Ohio corporation, who after first being duly sworn, acknowledged that he executed before me the foregoing instrument on behalf of the said corporation for the purposes therein expressed. He is personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the State of Ohio this 10 day of MARCH,
1999.

[Signature]
Print Name: SHEILA HUGHES
NOTARY PUBLIC, State of Ohio

My Commission Expires: 1-22-03

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 AM 11:52

FAX AUDIT NO.:

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: DUNKIN'S
MANAGEMENT OF PORT CHARLOTTE L.L.C.
2. The name and address of the registered agent and office is:

Stuart Dunkin
3675 N. Country Club Drive
Aventura, Florida 33180

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


STUART DUNKIN, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 AM 11:52