

L99000002901

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-05/20/99--01056--017
****285.00 ****285.00

CORPORATION(S) NAME

West Miami - Medley Fast Food, L.L.C.

- | | | |
|--|---|---|
| ☐ Profit | ☐ Amendment | ☐ Merger |
| ☐ Nonprofit | | |
| ☐ Foreign | ☐ Dissolution/Withdrawal | ☐ Mark |
| | ☐ Reinstatement | |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☒ LLC | ☐ Name Registration | ☐ Change of RA |
| | ☐ Fictitious Name | ☐ UCC |
| ☐ Certified Copy | ☐ Photocopies | ☐ CUS |
| <hr/> | | |
| ☐ Call When Ready | ☐ Call If Problem | ☐ After 4:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 20 PM 1:00

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TALLAHASSEE, FLORIDA

99 MAY 20 AM 11:23

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5 pages

L99000002901

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

West Miami - Medley Fast Food, L.L.C.

ARTICLE II - Address:

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

315 Woodlawn, Apartment 7
O'Fallon, MO 63366

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

December 31, 2049

ARTICLE IV - Management:

(check and complete the appropriate statement)

☐ The Limited Liability 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:

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

E. Stanley Kroenke	Gordon Property	Alvaro M. Cabrera, Jr.
1001 E. Cherry Street	Company XXVII, L.P.	495 Biltmore Way,
Suite 308	315 Woodlawn, Apt. 7	Suite 308
Columbia, MO 65201	O'Fallon, MO 63366	Coral Gables, FL 33134

Midwest Diversified Management Corp. Employee Benefit Plan and Trust
23123 S. State Road 7
Suite 301
Boca Raton, FL 33428

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TALLAHASSEE, FLORIDA

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:

Additional members will be admitted if all then-existing members agree.

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TALLAHASSEE, FLORIDA

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining 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 in the limited liability company shall be:

The remaining members shall have the ability to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution to a member if the remaining members so agree.

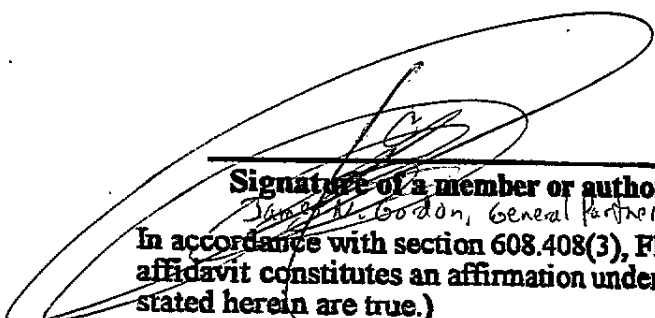
NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of West Miami
Medley Fast Food, L.L.C. deposes and says:

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99 MAY 20 PM 11:00
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

- 1) the above named limited liability company has at least two members
E. Stanley Kroenke, Gordon Property Company XXVII, L.P., Alvaro M. Cabrera, Jr., and
Midwest Diversified Management Corp. Employee Benefit Plan and Trust
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.⁰⁰/_K
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ —
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ —
- 5) the total amounts of 2, 3 and 4 is \$ 1,000.⁰⁰/_K


Signature of a member or authorized representative of a member.

James M. Gordon, General Partner of Gordon Property Company XXVII, L.P., Member
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.)

**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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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9 MAY 20 PM 1:00
SECRETARY OF STATE
ALABAMA

1. The name of the limited liability company is: West Miami- Medley Fast Food, L.L.C.

2. The name and address of the registered agent and office is:

Bryan Aston

(Name)

23123 S. State Road 7, Suite 301

(P.O. Box not acceptable)

Boca Raton, FL 33428

(City/State/Zip)

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.



Bryan Aston

(Signature)

5/5/99

(Date)

FILING FEE: \$ 35 for Designation of Registered Agent