

L99000003882

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

SOS, LLC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Foreign Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Name Availability

Document Examiner DCC

Updater DCC

Updater Verifier DCC

Acknowledgement DCC

W. P. Verifier DCC

Examiner's Initials

FILED
99 JUN 30 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100002917751--5
-06/29/99--01001--003
****346.25 ****346.25

① name not available

L99000003882

W990000015048



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 29, 1999

ATTORNEY'S TITLE
660 E JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: SOS, LLC
Ref. Number: W99000015048

We have received your document for SOS, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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: 099A00034192

**ARTICLES OF ORGANIZATION
OF
SOS DEVELOPMENT, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, *Florida Statutes*, hereby certifies as follows:

**ARTICLE I
NAME**

The name of the limited liability company is SOS DEVELOPMENT, LLC (+HE
"COMPANY")

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is Suite C-105, 2002 Richard Jones Road, Nashville, Tennessee 37215-8385.

**ARTICLE III
DURATION**

The period of duration of the Company will be from the date of the filing of these Articles of Organization until December 31, 2030.

**ARTICLE IV
MANAGEMENT**

The Company will be managed by a Manager who need not be a Member. The initial Manager (the "Manager") of the Company will be

Samuel L. Johnson, III
14651 Gatorland Drive
Orlando, Florida 32837

The Manger will serve as the Manager until the first annual meeting of Members or until his successor is elected.

FILED
99 JUN 30 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may only be admitted to the Company upon the approval of all Members and the approval of Sonic Industries Inc.

**ARTICLE VI
TERMINATION OF MEMBERSHIP
AND CONTINUANCE OF BUSINESS**

The Company will not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other occurrence which terminates a Member's membership in the Company, unless the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

**ARTICLE VII
REGULATIONS AND OPERATING AGREEMENT**

The management and affairs of the Company will be conducted in accordance with Regulations and Operating Agreement of the Company adopted by the Members, as the same may from time to time be amended in accordance with the terms thereof.

**ARTICLE VIII
PURPOSES**

The purposes for which the Company are formed are to acquire, develop, lease, manage, construct, operate, mortgage, finance, sell, dispose of and otherwise deal in all respects with Sonic Drive-in restaurants in the State of Florida, including real and personal property associated therewith, and to undertake and perform all other actions and activities incidental to or in connection with any of the foregoing.

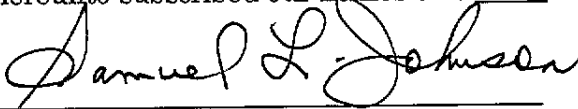
**ARTICLE IX
RESTRICTIONS ON TRANSFER**

Transfer of an interest in the Company is subject to the terms and provisions of a Development Agreement to be entered into between the Company and Sonic Industries Inc., and certain Unit License Agreements executed, or to be executed thereunder. Reference is made to said Development Agreement for the terms and provisions restricting transfer of interests in the Company.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 369 N. New York Avenue, 3rd Floor, Winter Park, Florida 32789, and the name of the initial registered agent of the Company at that address is J. Lindsay Builder, Jr.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 23 day of June, 1999.



SAMUEL L. JOHNSON, III

FILED
99 JUN 30 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

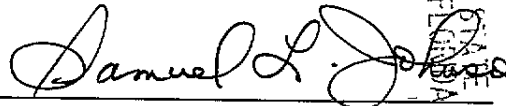
Pursuant to the provisions of Section 608.415 or 608.507, *Florida Statutes*, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is: SOS **DEVELOPMENT LLC**
2. The name and the Florida street address of the registered agent and office are:

J. Lindsay Builder, Jr.
c/o Graham, Clark, Jones, Builder, Pratt & Marks
369 N. New York Avenue, 3rd Floor
Winter Park, Florida 32789

SOS, LLC

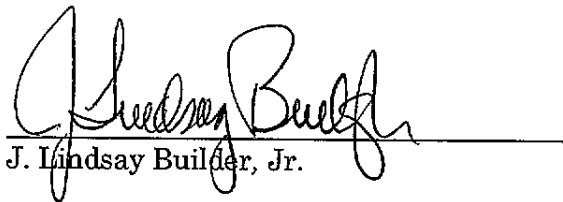
By:



Samuel L. Johnson, III, a Member

FILED
99 JUN 30 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

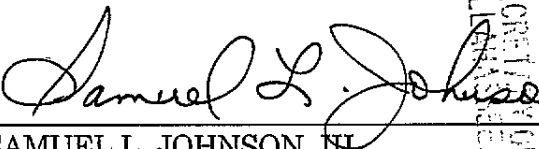

J. Lindsay Builder, Jr.

Date: June 25, 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Member of SOS **DEVELOPMENT, LLC** deposes and says:

1. SOS **DEVELOPMENT, LLC** a Florida limited liability company (the "Company") has at least two (2) Members.
2. The total amount of cash contributed by the Members of the Company is \$10,000.00.
3. The agreed value of property other than cash to be contributed by Members of the Company is approximately \$0.00.
4. The total amount of cash and property anticipated to be contributed by Members of the Company is \$0.00.
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$10,000.00.



SAMUEL L. JOHNSON, III

FILED
99 JUN 30 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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.)