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**BUSH & DONLON, P.A.**

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George W. Bush, Jr.  
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Robert M. Donlon  
[r.donlon@att.net](mailto:r.donlon@att.net)

July 2, 1999

**Via Federal Express - Overnight**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

400002924164--9  
-07/06/99-01142--003  
\*\*\*\*285.00 \*\*\*\*285.00  
400002924164--9  
-07/06/99-01142--004  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Dear Sir or Madam:

I enclose herewith the original of the following documents:

EFFECTIVE DATE  
7-1-99

1. Articles of Organization for Worldmark Restaurant, L.L.C.;
2. Affidavit of Membership and Contributions; and
3. Certificate of Designation of Registered Agent/Registered Office

Additionally, I have enclosed herewith a check payable for your filing fee in the amount of \$285.00, together with a second check in the amount of \$8.75 for the certified copy of the Articles of Organization.

Please note that the effective date of the Articles is July 1, 1999.

Should you require further information, please do not hesitate to contact me.

Very truly yours,

  
ROBERT M. DONLON  
RMD:cml  
Enclosures

cc: Robert L. Donlon

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[r.donlon@att.net](mailto:r.donlon@att.net)

July 2, 1999

Robert L. Donlon  
Donlon Development  
Post Office Box 1985  
Mobile, Alabama 36633

Re: Worldmark Restaurant, L.L.C.  
Our File No.: 1004-01

Dear Dad:

I am faxing herewith the Articles of Organization and related filing documents for Worldmark Restaurant, L.L.C. Assuming the Department of State finds everything in order, the effective date of the Articles will be July 1, 1999. As soon as I receive a certified copy of the Articles, I will advise you.

I will be enclosing in the mail for your review the proposed Regulations for Worldmark.

Finally, I did receive your e-mail concerning the flight information on Southwest. In light of the uncertainty of your meeting next week, I think I will hold off on booking airfare. The offer to play some golf certainly sounds good since it has been raining constantly here, but I am concerned about being out of the office next week and then possibly the following week or so if the meeting is subsequently rescheduled.

After you have had an opportunity to review the Regulations, please call me with any questions or changes you may have.

Very truly yours,



ROBERT M. DONLON  
RMD:cml  
Enclosure

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**ARTICLES OF ORGANIZATION OF WORLDMARK  
RESTAURANT, L.L.C.**

**ARTICLE I**

**NAME**

The name of the limited liability company ("Company") is Worldmark Restaurant, L.L.C.

**ARTICLE II**

**EFFECTIVE DATE**  
7-1-99

**ADDRESS**

The mailing address of the Company's principal office is Post Office Box 1985, Mobile, Alabama 36633, and the street address of the Company's principal office is 4440 P.G.A. Boulevard, Suite 307, Palm Beach Gardens, Florida 33410.

**ARTICLE III**

**DURATION**

The Company shall dissolve upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of one of its Members except as otherwise provided in the Regulations of the Company.

**ARTICLE IV**

**REGISTERED AGENT AND OFFICE**

The name of Company's initial registered agent in Florida is Robert M. Donlon. The address of Company's registered office in Florida is 4440 P.G.A. Boulevard, Suite 307, Palm Beach Gardens, Florida 33410.

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**ARTICLE V**

**MANAGEMENT**

The Company is to be managed by two (2) Managers. The names and addresses of the initial Managers are as follows:

Robert L. Donlon

960 Dauphin Street  
Mobile, Alabama 36604

Robert Omainsky

260 South Georgia Avenue  
Mobile, Alabama 36604

## ARTICLE VI

### ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new Members. Additional Members may be admitted only on the unanimous written consent of the existing Members, and the existing Members shall determine the amount and nature of contributions by new Members at the time the new Members are admitted.

## ARTICLE VII

### CONTINUATION OF BUSINESS

The remaining Members of the Company have the right 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. The business may be continued only on the unanimous written consent of the remaining Members.

## ARTICLE VIII

### ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company is vested entirely in the Managers listed in Article VII.

## ARTICLE IX

### EFFECTIVE DATE OF ARTICLES

Pursuant to Florida Statute Section 608.409(1), the effective date of these Articles of Organization shall be July 1, 1999.

## ARTICLE X

### GENERAL POWERS OF COMPANY

The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the powers enumerated under Florida Statute Section 608.404 as follows:

- (1) Sue or be sued, or complain or defend, in its name.
- (2) Purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold, improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property or any legal or equitable property, wherever located.

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(3) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of, all or any part of its property or assets.

(4) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the Company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the Company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the Company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the Company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Company.

(5) Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.

(6) Conduct its business, locate offices, and exercise the powers granted by Chapter 608, Florida Statutes, within or without the State of Florida.

(7) Elect or appoint Managers and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(8) Make and amend its regulations, not inconsistent with its Articles of Organization or with the laws of the State of Florida, for the administration and regulation of the affairs of the Company.

(9) Make donations to the public welfare or for charitable, scientific, or educational purposes.

(10) Indemnify a member or manager or any other person against expenses actually and reasonably incurred by him or her or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or she or it is made a party.

(11) Cease its activities and surrender its certificate of organization.

(12) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Company is organized.

(13) Transact any lawful business that will aid governmental policy.

(14) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its Managers and employees.


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(15) Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.

(16) Make payments or donations or do any other act not inconsistent with the laws of the State of Florida that furthers the business and affairs of the Company.

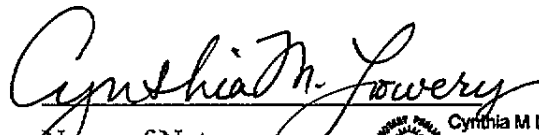
The right to exercise the general powers enumerated herein and to manage the business and affairs of the Company is vested entirely in the Managers.

IN WITNESS WHEREOF, Robert M. Donlon, being the attorney-in-fact and authorized representative of each of the Members of the Company has executed these Articles of Organization on this 1<sup>st</sup> day of July, 1999, in Palm Beach Gardens, Palm Beach County, Florida.

  
ROBERT M. DONLON, as authorized  
Representative of the Members.

STATE OF FLORIDA                     )  
  ) ss  
COUNTY OF PALM BEACH            )

SWORN TO AND SUBSCRIBED before me, the undersigned authority, this 1<sup>st</sup> day of July, 1999, by Robert M. Donlon who personally appeared, and who, upon being duly sworn according to law, deposes and says that he executed the foregoing Interrogatories and that he is true and correct to the best of his knowledge and belief.

  
Name of Notary

My Commission Expires

 Cynthia M Lowery  
My Commission CC817915  
Expires March 16, 2003

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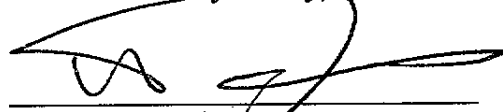
## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Worldmark Restaurant, L.L.C. deposes and says:

- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is Ten Thousand Dollars (\$10,000.00).
- (3) If any, the agreed value of property other than cash contributed by members is zero.
- (4) The total amount of cash or property anticipated to be contributed by members is Ten Thousand Dollars (\$10,000.00). This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

Dated this 1<sup>st</sup> day of July, 1999.

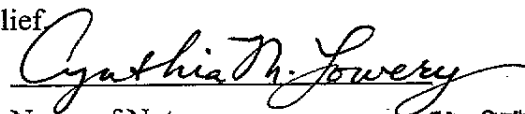
  
Robert M. Donlon  
Authorized Representative of Members

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

) ss

SWORN TO AND SUBSCRIBED before me, the undersigned authority, this 1<sup>st</sup> day of July, 1999, by Robert M. Donlon, who personally appeared, and who, upon being duly sworn according to law, deposes and says that he executed the foregoing Interrogatories and that he is true and correct to the best of his knowledge and belief.



Name of Notary

My Commission Expires

 Cynthia M Lowery  
My Commission CC817915  
Expires March 16, 2003

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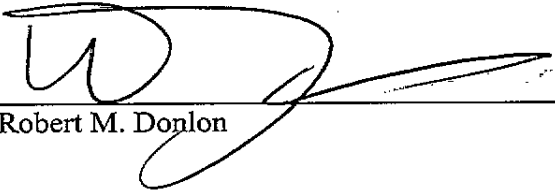
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

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:

- (1) The name of the limited liability company is Worldmark Restaurant, L.L.C.
- (2) The name and address of the registered agent and office is: Robert M. Donlon, 4440 P.G.A. Boulevard, Suite 307, Palm Beach Gardens, Florida 33410.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated this 1<sup>st</sup> day of July, 1999.

  
Robert M. Donlon

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