

Monday, August 23, 1999

Division of Corporations

Page: 1

L99000005244

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000021071 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)922-4003

efb 823

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

LIMITED LIABILITY COMPANY

Courtyard Restaurant, LLC

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$293.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 24 AM 10:23

<https://ccfes1.dos.state.fl.us/scripts/efilecovr.exe>

H99000021071

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Courtyard Restaurant, LLC

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
Courtyard Restaurant, LLC
1101 Brickell Ave. Suite 1700
Miami FL 33131

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
John W. Schmitz
1101 Brickell Ave. Suite 1700
Miami FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 24 AM 10:23

Article V. Percentage Interest; Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of

John W. Schmitz | FL Bar Member 254290
John W. Schmitz, P.A.
1101 Brickel Avenue, Suite 1700
Miami FL 33131
305-579-9700

H99000021071

Copyright © 1993-1999 CC

H99000021071

Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

This will be a manager-managed company. The name and address of each manager is:

JOHN W. SCHMITZ

1101 Brickell Ave. Suite 1700 Miami FL 33131

LUCILA SCHMITZ

1101 Brickell Ave. Suite 1700 Miami FL 33131

John W. Schmitz | FL Bar Member 254290

John W. Schmitz, P.A.

1101 Brickel Avenue, Suite 1700

Miami FL 33131

305-579-9700

H99000021071

Copyright © 1993-1999 CC

H99000021071

Article X. Company Existence

The Company's existence shall begin effective as of August 23, 1999.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
JOHN W. SCHMITZ

Date: August 23, 1999

John W. Schmitz | FL Bar Member 254290
John W. Schmitz, P.A.
1101 Brickell Avenue, Suite 1700
Miami FL 33131
305-579-9700

H99000021071

Copyright © 1993-1999 CC

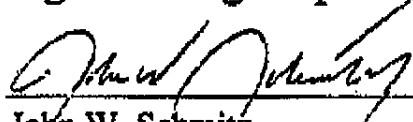
H99000021071

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:
Courtyard Restaurant, LLC

REGISTERED AGENT/OFFICE:
John W. Schmitz
1101 Brickell Ave. Suite 1700
Miami FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



John W. Schmitz

Date: August 23, 1999

John W. Schmitz | FL Bar Member 254290
John W. Schmitz, P.A.
1101 Brickell Avenue, Suite 1700
Miami FL 33131
305-579-9700

H99000021071

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:
Courtyard Restaurant, LLC

The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$2,000.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000,000.00 or less.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
JOHN W. SCHMITZ

Date: August 23, 1999

John W. Schmitz | FL Bar Member 254290
John W. Schmitz, P.A.
1101 Brickell Avenue, Suite 1700
Miami FL 33131
305-579-9700