

LA99000007319

BENDER, BENDER & CHANDLER, P. A.

ATTORNEYS AT LAW

5915 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33146  
(305) 662-1133  
TELEFAX (305) 662-4462

1834 MAIN STREET  
SARASOTA, FLORIDA 34236  
(941) 951-1503  
TELEFAX (941) 951-1309

HARRY K. BENDER  
GEORGE C. BENDER  
JAMES R. CHANDLER, III

Sarasota

REPLY TO: \_\_\_\_\_

October 27, 1999

500003029275-4  
-10/29/99--01063--004  
\*\*\*\*\*337.50 \*\*\*\*\*160.00

Secretary of State of Florida  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Re: Filing Articles of Organization of J.R.O.T.G. Tampa, LLC**

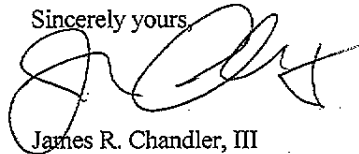
Ladies/Gentlemen:

Enclosed herewith please find the original Articles of Organization of J.R.O.T.G. Tampa, LLC for purposes of filing with your office for the establishment of this Limited Liability Company. Also enclosed is a duplicate copy of such Articles together with our office check in the amount of \$337.50 for the \$250.00 filing fee, the \$35.00 charged for Designation of Registered Agent and \$52.50 for an optional certified copy of the Articles. No Certificate of Status is needed.

Also enclosed is a Statutory Affidavit.

If you should have any questions or comments concerning the foregoing, please contact the undersigned at the above telephone number.

Sincerely yours,



James R. Chandler, III

JRC:ps  
Enclosures

MJH

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 29 AM 11:08

ARTICLES OF ORGANIZATION  
OF

J.R.O.T.G. Tampa, LLC

ARTICLE I  
LIMITED LIABILITY COMPANY NAME

The name of this limited liability company shall be:

J.R.O.T.G. Tampa, LLC

ARTICLE II  
COMMENCEMENT AND DURATION

This limited liability company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist until December 31, 2029, unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

The limited liability company is hereby organized for the purposes of opening and operating, under license, a "J. Ryan's on the Grill" restaurant, inclusive of the sale of spirituous beverages, to be located on South Howard Drive in Tampa, Florida under lease with SoHo Cuisine, LLC, but it shall also be authorized to engage in any other activity or business permitted under the laws of the State of Florida.

ARTICLE IV  
INITIAL BUSINESS ADDRESS AND INITIAL REGISTERED AGENT AND  
REGISTERED OFFICE ADDRESS ✓

The initial mailing and principle address for the limited liability company shall be:

1834 Main Street  
Sarasota FL 34236

and the name and address of the initial registered agent for the limited liability company shall be:

James R. Chandler, III  
1834 Main Street  
Sarasota FL 34236

ARTICLE V  
CONTRIBUTIONS

The total cash initially contributed to the limited liability company shall be Seven Thousand Five Hundred Dollars (\$7,500.00). It is anticipated that the initial members of this limited liability company may contribute other capital and/or that additional members will be admitted who will contribute additional capital for their interest in this limited liability company, but such additional contribution and/or admissions are not made mandatory hereby.

99 OCT 29 AM 11:08  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLE VI  
INITIAL ORGANIZERS OF LIMITED LIABILITY COMPANY

The initial organizers of this limited liability company are:

James R. Chandler, III  
3851 Tangier Terrace  
Sarasota, Florida 34239

Marc Forlenza  
108 Sunrise Boulevard  
Nokomis, Florida 34275

Nick Bonfrere  
7535 Calle Facil  
Sarasota, Florida 34238

Rafael A. Gonzalez  
3185 Novus Court  
Sarasota, Florida 34237

ARTICLE VII  
INITIAL MEMBERS OF LIMITED LIABILITY COMPANY

The initial members of this limited liability company are:

James R. Chandler, III  
3851 Tangier Terrace  
Sarasota, Florida 34239

Marc Forlenza  
108 Sunrise Boulevard  
Nokomis, Florida 34275

Nick Bonfrere  
7535 Calle Facil  
Sarasota, Florida 34238

Rafael A. Gonzalez  
3185 Novus Court  
Sarasota, Florida 34237

Thereafter, additional members may be admitted in accordance with their contributions and as is otherwise provided by the regulations of this limited liability company.

ARTICLE VIII  
DEATH OR INCAPACITY OF A MEMBER OR MEMBERS

The limited liability company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the limited liability company.

Further, this limited liability company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the company if a majority in interest and number of the remaining members of the company elect to continue the business of the limited liability company and provided further that there shall be delivered to the limited liability company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the limited liability company and elect a new manager or managers will adversely affect either the limited liability status or the tax status of the limited liability company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the membership, they may elect to reform the limited liability company and elect a new manager or managers in the place of the former managers and continue the limited liability company's business. In such event, the existing limited liability company shall be dissolved and all of its assets and liabilities shall be contributed to a new limited liability company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new limited liability company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

#### ARTICLE IX MANAGEMENT

This limited liability company shall initially be managed by four managers, although the number of managers of the company may be altered from time to time, in accordance with the regulations of the company. The initial managers shall be:

James R. Chandler, III  
3851 Tangier Terrace  
Sarasota, Florida 34239

Marc Forlenza  
108 Sunrise Boulevard  
Nokomis, Florida 34275

Nick Bonfrere  
7535 Calle Facil  
Sarasota, Florida 34238

Rafael A. Gonzalez  
3185 Novus Court  
Sarasota, Florida 34237

#### ARTICLE X REGULATIONS OF LIMITED LIABILITY COMPANY

At the initial meeting of the members of this limited liability company, there shall be adopted the regulations of the limited liability company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the company.

**ARTICLE XI**  
**INDEMNIFICATION**

The limited liability company shall indemnify any manager or member, or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Organizers have caused these Articles or Organization to be executed this 25<sup>th</sup> day of October, 1999.

**J.R.O.T.G. Tampa, LLC**

By: \_\_\_\_\_

James R. Chandler, III

By: \_\_\_\_\_

Marc Forlenza

By: \_\_\_\_\_

Nick Bonfrere

By: \_\_\_\_\_

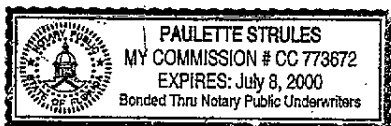
Rafael A. Gonzalez

STATE OF FLORIDA            )  
COUNTY OF SARASOTA       )

SWORN TO and SUBSCRIBED before me this 27 day of October, 1999, by JAMES R. CHANDLER, III, MARC FORLENZA, NICHOLAS BONFRERE and RAFAEL GONZALEZ, who are personally known to me and who did take an oath.

Paulette Strules  
Notary Public, State of Florida

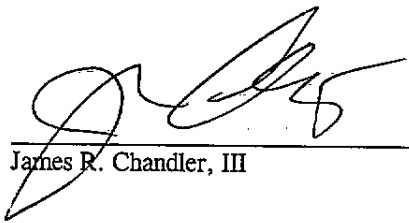
My Commission Expires: \_\_\_\_\_



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**  
**AND REGISTERED OFFICE**

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated within the above and foregoing Articles of Organization, hereby accepts the appointment as registered agent and agrees 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 25<sup>th</sup> day of October, 1999.

  
\_\_\_\_\_  
James R. Chandler, III