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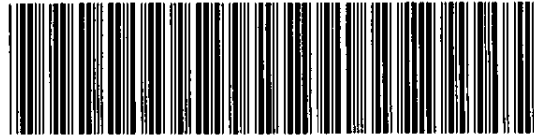
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AUG 19 2011

EXAMINER



700210877167

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 17 PM 3:28

RECEIVED  
11 AUG 17 AM 10:58  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 17, 2011

FLORIDA FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: DICK'S LAST RESORT OF PANAMA CITY, LLC.

Ref. Number: W11000043034

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 17 PM 3:28

We have received your document for DICK'S LAST RESORT OF PANAMA CITY, LLC. and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

In Item 9, please list the NAMES and ADDRESSES of the company's MANAGERS or MANAGING MEMBERS.

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) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 611A00019333

RECEIVED  
11 AUG 19 AM 11:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302  
155 Office Plaza Dr Ste A Tallahassee FL 32301  
PHONE: (800) 435-9371; FAX: (866) 860-8395**

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 17 PM 3:28

**DATE: 08/17/2011**

**NAME: DICK'S LAST RESORT OF PANAMA CITY, LLC**

**TYPE OF FILING: APPLICATION BY FOREIGN LLC TO TRANSACT  
BUSINESS IN FLORIDA**

**COST: \$155**

**RETURN: CERTIFIED COPY**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
11 AUG 17 PM 3:28

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Dick's Last Resort of Panama City, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Mr. Ralph W. McCracken

Name of Person

Dick's Last Resort

Firm/Company

611 Commerce Street, Suite 2911

Address

Nashville, Tennessee 37203

City/State and Zip Code

rmccracken@dlrmc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ralph W. McCracken

Name of Person

at 615

254-5844

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &  
Certificate of Status

☒ \$155.00 Filing Fee &  
Certified Copy

☐ \$160.00 Filing Fee, Certificate  
of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Dick's Last Resort of Panama City, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. \_\_\_\_\_

(FEI number, if applicable)

4. August 12, 2011

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 611 Commerce Street, Suite 2911

Nashville, Tennessee 37203

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

DLR Restaurants, LLC, 611 Commerce Street, Suite 2911, Nashville,  
Tennessee 37203

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: owns and operates  
a restaurant

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Ralph W. McCracken, President & COO

Typed or printed name of signee

FILED STATE  
SECRETARY OF CORPORATIONS  
11 AUG 17 PM 3:28

**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:

Dick's Last Resort of Panama City, LLC

If unavailable, the alternate to be used in the state of Florida is:

\_\_\_\_\_

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.

(Name)

515 East Park Avenue

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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 as provided for in Chapter 608, Florida Statutes.*



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DICK'S LAST RESORT OF PANAMA CITY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DICK'S LAST RESORT OF PANAMA CITY, LLC" WAS FORMED ON THE TWELFTH DAY OF AUGUST, A.D. 2011.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5024045 8300

110915631

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8968508

DATE: 08-15-11