

5/3/2021

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : FORWARD LAW FIRM, P.A.
Account Number : 120090000062
Phone : (407)621-4200
Fax Number : (407)621-4210

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: corporations@forwardlawfirm.com

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
PARIS BANH MI & TEA CAFE FRANCHISING, LLC

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$30.00

RECEIVED

2021 MAY -3 PM 4:40

SECRETARY OF STATE

21 MAY -3 AM 9:04

FILED

DocuSign Envelope ID: 2E4B4144-1EEB-47B5-8744-9ABC57054DA1

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: Paris Banh Mi & Tea Café Franchising, LLC

Enter new principal office address, if applicable: _____

(Principal office address

MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address

MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M20000002223

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: 02/26/2020

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: Banh Mi Shop, LLC

(must contain "Limited Liability Company," "L.L.C." or "LLC.")

Banh Mi Shop, 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 contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

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7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

9. Attached is a certificate, if required; no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Bruce Tran
DocuSigned by: _____
 Signature of the authorized representative

Bruce Tran

 Typed or printed name of signee

Filing Fee: \$25.00

ACTION TAKEN WITHOUT MEETING OF THE SOLE MEMBER OF PARIS BANH MI & TEA CAFÉ FRANCHISING, LLC

The undersigned, constituting all of the Members of Paris Banh Mi & Tea Café Franchising, LLC, a Delaware limited liability company (Company), acting without a meeting pursuant to Delaware Limited Liability Company Act, Section § 18-302(d), adopt the following resolutions:

Approval and Adoption of Amended Articles of Organization

RESOLVED: that the Amended Articles of Organization of the Company, attached herein, are approved and adopted as the Articles of Organization of the Company.

Approval and Adoption of New Company Name

RESOLVED: that the name change of the entity from Paris Banh Mi & Tea Café Franchising, LLC to Banh Mi Shop, LLC is approved.

Ratification of Prior Actions

RESOLVED: that all actions taken or contracts entered into up to this time, and all actions taken or contracts entered into by any promoter, incorporator, or Manager, as individuals acting for the Company, are ratified by the Company as though the individual had full authority to act for the Company at that time.

These resolutions are approved as actions of the Members of the Company without formal meeting, all as of April 29, 2021.

DocuSigned by:

Bruce Tran

13C20486304449E

Bruce Tran, Member

DocuSigned by:

Ky Kien Kha

13C20486304449E

Ky Kien Kha, Member

DocuSigned by:

Sean Douglas

13C20486304449E

Sean Douglas, Member

Seen and Agreed:

DocuSigned by:

Bruce Tran

13C20486304449E

Bruce Tran, Manager

Action Taken Without Meeting of the Members of Paris Banh Mi & Tea Café Franchising, LLC

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:52 PM 04/29/2021
FILED 04:52 PM 04/29/2021

SR 20211519535 - File Number 7401897

FIRST AMENDED AND RESTATED CERTIFICATE OF ORGANIZATION

The original Certificate of Organization for Paris Banh Mi & Tea Café Franchising, LLC (the "Company") were originally filed on 05/01/2019 (the "Certificate of Organization").

Pursuant to the provisions of Delaware Limited Liability Company Act (the "Act") and the operating agreement of the Company, if any such agreement exists, the filing of this document amends and restates the Certificate of Organization.

ARTICLE I NAME

The name of the limited liability company is:

Banh Mi Shop, LLC

ARTICLE II ADDRESSES

The Company's mailing address is:

12286 E. Colonial Dr., Suite 105
Orlando, FL 32826

The Company's principal place of business is located at:

12286 E. Colonial Dr., Suite 105
Orlando, FL 32826

ARTICLE III PURPOSE

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida and the United States of America. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV DURATION

Unless earlier terminated under the Act or the Company's written operating agreement, the

duration of the Company is perpetual.

ARTICLE V REGISTERED OFFICE AND AGENT

The initial registered agent in Delaware for Paris Banh Mi & Tea Café Franchising, LLC (the "Company") will continue to be:

A Registered Agent, Inc.

The initial registered office in Delaware for the Company is:

8 The Green STE A
Dover, DE 19901

ARTICLE VI CAPITAL CONTRIBUTIONS

The members may contribute capital to the Company in the manner prescribed by the Company's written operating agreement executed by all members, as it may be amended from time to time.

ARTICLE VII MEMBERSHIP

Except as expressly provided in a written operating agreement executed by all members, the Company shall have at least one member at all times and may only admit additional members as outlined in the Company's operating agreement, if any.

Notwithstanding any oral or written agreement to the contrary, a person or entity who is a prospective member of the Company does not attain status as a member unless the Company has issued a valid equity unit certificate in the name of the member that is signed by the Company's manager or other duly authorized representative. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective member's status as a member is thereby made effective retroactively or prospectively according to the date written on the certificate.

ARTICLE VIII EFFECT OF FORECLOSURE AND CHARGING ORDER ON MEMBERSHIP INTEREST

As long as the Company has more than one member, the remedy of foreclosure or charging order on a judgment debtor's interest in the limited liability company or against rights to

distribution from the limited liability company is not available, and if any attempt to foreclose on a member's interest is successful, the Company shall immediately purchase the foreclosed interest for \$1.00. If any attempt to enforce a charging order is successful, the Company shall no longer issue distributions of profits or losses to the membership interest effected by such an order, until the effect of such an order is removed. Such distributions of profit and losses which would normally be issued to such membership interest effected by a charging order, but are withheld, shall be distributed to the remaining membership interest on a pro rata basis. Nothing in this section should be construed to reduce Member's debtor rights under the law.

ARTICLE IX SECURITY INTEREST IN COMPANY AND COMPANY ASSETS

No party is granted a consensual security interest in the Company membership interest or assets to pursue the remedies available to a secured creditor under section 605.0503 of the Act or any other law applicable to secured creditors, without the written approval of all Managers.

ARTICLE X CONTINUITY

Unless otherwise expressly provided in a written operating agreement, on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Acts, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent of the Company's remaining members.

ARTICLE XI MANAGEMENT

Unless otherwise as expressly provided in a written operating agreement, the Company will be managed by a manager or managers.

The manager of the Company and manager address are:

Bruce T. Tran
12286 E. Colonial Dr., Suite 105
Orlando, FL 32826

ARTICLE XII INDEMNITY

Unless otherwise expressly in a written operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

ARTICLE XIII EFFECTIVE DATE

Pursuant to §605.0207(6)(b), Fla. Stat., the effective date of these amended and restated articles for the Company is the date these articles are filed with the State of Florida.

Signature of the Company's Duly Authorized Representative:

DocuSigned by:

Bruce Tran

13C70480302447E...
Bruce Tran, Manager

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE RESTATED CERTIFICATE OF "PARIS BANH MI & TEA CAFE
FRANCHISING, LLC", CHANGING ITS NAME FROM "PARIS BANH MI & TEA
CAFE FRANCHISING, LLC" TO "BANH MI SHOP, LLC", FILED IN THIS
OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2021, AT 4:52
O'CLOCK P.M.



7401897 8100
SR# 20211519535

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203096452
Date: 04-30-21