

P18000061956

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

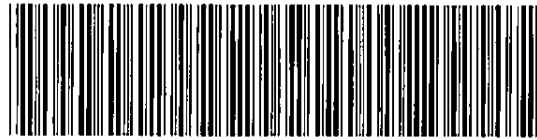
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200417787452

10/27/23--01030--019 **42.75



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 6, 2023

JENNIFER S MALLOY
128 DORRANCE STREET, PENTHOUSE
PROVIDENCE, RI 02903

SUBJECT: SPRING GARDEN DONUTS, INC
Ref. Number: P18000061956

We have received your document for SPRING GARDEN DONUTS, INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please ensure that you date the last page.

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) 245-6050.

Morgan E Lovett
Regulatory Specialist II

Letter Number: 123A00025787

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SPRING GARDEN DONUTS, INC

DOCUMENT NUMBER: P18000061956

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer S. Malloy

Name of Contact Person

Sousa Marujo, Ltd.

Firm/ Company

128 Dorrance Street, Penthouse

Address

Providence, Rhode Island 02903

City/ State and Zip Code

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

For further information concerning this matter, please call:

Jennifer S. Malloy - Sousa Marujo, Ltd.

Name of Contact Person

at (401)

274.0600

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

SPRING GARDEN DONUTS, INC

(Name of Corporation as currently filed with the Florida Dept. of State)

P18000061956

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

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

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change	<u>PT</u>	<u>John Doe</u>
☐ Remove	<u>V</u>	<u>Mike Jones</u>
☒ Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
2) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
3) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
4) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
5) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
6) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

Amending Article III - Purpose.

Please see attached Exhibit "A" for the purpose in which this corporation is organized.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

EXHIBIT "A"

The Company may engage in the following activities:

I. To develop, acquire, own, and operate one or more Dunkin' Donuts and/or Baskin-Robbins franchises, and to conduct all business and financing activities related to those franchises;

II. To develop, acquire, own, and lease any real or personal property used in connection with such franchises, including the financing of same;

III. To guarantee, co-sign, or lend the Company's credit, and to secure such obligations by mortgaging, pledging, or otherwise transferring a security interest in its assets (excluding the Franchise Agreement, except and only to the extent and for so long as any applicable law requires that a franchisor permit a franchisee to grant a security interest in the Franchise Agreement) with respect to each of the following. (The franchisor of the Dunkin Donuts and Baskin Robbins systems is hereinafter referred to as the "franchisor"):

- a. another Dunkin' Donuts and/or Baskin-Robbins franchised business or Dunkin' Donuts management company that qualifies as an Affiliate (as defined in (IV) below);
- b. an entity, of which the Company is a member, that operates, owns or leases real estate or equipment to a Dunkin' Donuts central kitchen;
- c. a real estate entity that both: (i) is an Affiliate or is directly or indirectly owned or controlled by the Company, by an Affiliate, by one or more of the Company's equity owners, or by any person or organization that directly or indirectly owns an equity interest in an Affiliate of the Company, and (ii) owns, acquires, and/or develops real estate used for Dunkin' Donuts and/or Baskin-Robbins restaurants approved by the franchisor. (For real estate that includes a Dunkin' Donuts and/or Baskin-Robbins as part of a multi-use project, in addition to an Option to Assume or similar instrument in the franchisor's then current form, a non-disturbance agreement must be issued by the Company's lender to the franchisor that permits the franchisor to operate or rebrand the subject location in the event of a default under the Company's loan, pledge, mortgage or similar instrument. Notwithstanding anything to the contrary, in no event may the Company guarantee, co-sign, its credit, mortgage, pledge, or otherwise transfer a security interest in its assets with respect to real estate that does not include a Dunkin' Donuts and/or Baskin-Robbins business.).

IV. For purposes of this Section, an Affiliate means a corporation, partnership, or limited liability company whose equity is owned in whole in part by (a) one or more of the Company's equity owners, (b) one or more parent, spouse, sibling, child, or grandchild, or another blood relation of an equity owner of the Company, (c) a trust, family limited partnership, or similar organization that the franchisor has approved as an equity owner and of which at least one of the Company's equity owners is a settlor, trustee or beneficiary (or equivalent), or (d) or another entity that the franchisor has approved to hold an equity interest in the Company.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

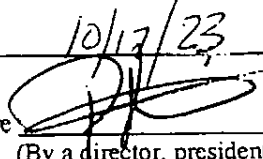
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)

Dated 10/17/23

Signature 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Paul Paquette

(Typed or printed name of person signing)

Incorporator

(Title of person signing)