



State of Rhode Island  
**Department of State - Business Services Division**

RECEIVED  
 R.I. DEPT. OF STATE  
 BUS SVCS DIV  
 2020 DEC -8 AM 9:58

**Application for Registration**  
 FOREIGN Limited Liability Company

→ Filing Fee: \$150.00

Pursuant to the provisions of RIGL ~~7-16-49~~, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:		
Muscle Maker Corp LLC		
Is this company organized in its state or country of formation as a low-profit limited liability company? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
The name, if different, under which it proposes to register and transact business in Rhode Island is:		
<i>Muscle Maker LLC</i>		
2. The LLC is organized under the laws of: Nevada		
3. The date of its organization is: 07/18/2017		
And the period of its duration is: <b>CHECK ONE BOX ONLY</b>		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The name and address of the resident agent/office in Rhode Island is:		
Agent Name Registered Agents Inc		
Street Address (NOT a P.O. Box) 47 Wood Ave. Suite 2		
City/Town Barrington	State <b>RHODE ISLAND</b>	Zip Code 02806
5. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Limited service restaurant operating from a cloud kitchen for pick-up and delivery only of prepared food items.		
Check the box to indicate an attachment <input type="checkbox"/>		

**MAIL TO:**  
 Division of Business Services  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040  
 Website: www.sos.ri.gov

**FILED** *m*  
 DEC 08 2020  
 BY *Ch GQ711*  
 9:58

6. The RI Department of State is appointed the agent of the foreign limited liability company for service of process if, at any time, there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

7. The address of the office required to be maintained in the state or country of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability company is:

2600 South Shore Blvd, Ste 300, League City, TX 77573

8. The mailing address for the limited liability company is:

240 W Galveston St. #1565, League City, TX 77574

9. Management of the Limited Liability Company:

The Limited Liability Company is to be managed by: **CHECK ONLY ONE BOX**

By its members (If you have checked this box, go to Section 9. (**DO NOT** fill out the chart below.)

By one (1) or more managers (List managers below)

MANAGER	ADDRESS
Michael Roper, CEO	2600 South Shore Blvd, Ste 300, League City, TX 77573
Ferdinand Groenewald, CFO	240 W Galveston St #1565, League City, TX 77574

10. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of filing.

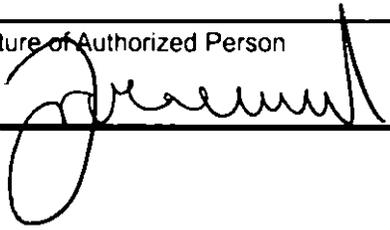
11. Date when this application for Certificate of Registration will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

Later effective date (Date must be no more than 90 days from the date of filing) \_\_\_\_\_

*Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.*

Type or Print Name of LLC Ferdinand Groenewald, CFO	Date 12/02/2020
--	--------------------

Signature of Authorized Person  


**BARBARA K. CEGAVSKE**  
Secretary of State

**KIMBERLEY PERONDI**  
Deputy Secretary for  
Commercial Recordings

**STATE OF NEVADA**



**OFFICE OF THE  
SECRETARY OF STATE**

*Commercial Recordings Division*  
202 N. Carson Street  
Carson City, NV 89701  
Telephone (775) 684-5708  
Fax (775) 684-7138  
North Las Vegas City Hall  
2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-2888

**Certified Copy**

12/01/2020 13:55:52 PM

**Work Order Number:** W2020120102118 - 972611  
**Reference Number:** 20201075287  
**Through Date:** 12/01/2020 13:55:52 PM  
**Corporate Name:** MUSCLE MAKER CORP., LLC

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20170307314-68	Articles of Organization - 07/18/2017	1



Certified By: Electronically Certified  
Certificate Number: B202012011248517  
You may verify this certificate  
online at <http://www.nvsos.gov>

Respectfully,

Handwritten signature of Barbara K. Cegavske in black ink.

BARBARA K. CEGAVSKE  
Nevada Secretary of State



**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-6708  
 Website: www.nvsos.gov



\*050106\*

**Articles of Organization**  
**Limited-Liability Company**  
 (PURSUANT TO NRS CHAPTER 86)

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number E:0339712017-6
	Filing Number 20170307314-68
	Filed On 07/18/2017
	Number of Pages 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Limited-Liability Company:</b> (must contain approved limited-liability company wording, see instructions)	Muscle Maker Corp., LLC	Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent National Registered Agents, Inc. of NV Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Nevada Street Address City Zip Code Nevada Mailing Address (if different from street address) City Zip Code		
<b>3. Dissolution Date:</b> (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual).		
<b>4. Management:</b> (required)	Company shall be managed by <input checked="" type="checkbox"/> Manager(s) <b>OR</b> <input type="checkbox"/> Member(s) (check only one box)		
<b>5. Name and Address of each Manager or Managing Member:</b> (attach additional page if more than 3)	1) <b>TIM BETTS</b> Name 14818 TELLER AVENUE, STE 115 IRVINE CA 92612 Street Address City State Zip Code 2) <b>ROBERT MORGAN</b> Name 2200 SPACE PARK DRIVE, STE 310 HOUSTON TX 77058 Street Address City State Zip Code 3) Name Street Address City State Zip Code		
<b>6. Name, Address and Signature of Organizer:</b> (attach additional page if more than 1 organizer)	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 230.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. <b>MYRA C. GIBSON</b> Name 993 LENOX DRIVE, LAWRENCEVILLE NJ 08648 Address City State Zip Code Organizer Signature: <i>Myra C. Gibson</i>		
<b>7. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity. Nat'l Registered Agents, Inc. of NV <input checked="" type="checkbox"/> By: <i>H. Jordan Karpel, Pres. Sec.</i> 7/18/2017 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 LLC Articles  
 Revised: 10-1-15



State of Rhode Island  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,  
hereby certify that this document, duly executed in accordance with the provisions  
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

December 08, 2020 09:58 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

