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TALLAHASSEE, FLORIDA

FOGLE & FOGLE, P. A.
ATTORNEYS AT LAW

J. DANA FOGLE
CORPORATION & BUSINESS LAW
REAL PROPERTY LAW
REGISTERED GENERAL PRACTICE

ALICE M. FOGLE
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(386) 734-4215
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November 21, 2003

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Organization of George Cook Pool Service, L.L.C.

Gentlemen:

Enclosed herewith is an original and one copy of the proposed Articles of Organization and Designation of Registered Agent for George Cook Pool Service, L.L.C.

Also enclosed is my check in the amount of \$155.00, representing the following:

Filing Fee	\$100.00
Registered Agent Certificate	25.00
Certified copy of Charter and of Registered Agent Certificate	30.00

Thank you very much for your assistance.

Sincerely,



J. Dana Fogle

JDF/bja
Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
GEORGE COOK POOL SERVICE, L.L.C.**

**ARTICLE I
NAME**

The name of this Limited Liability Company is GEORGE COOK POOL SERVICE, L.L.C..

**ARTICLE II
DURATION**

This Limited Liability Company shall exist perpetually.

**ARTICLE III
PURPOSE**

This Limited Liability Company is created for the purpose of construction and repair of swimming pool tile, decking and plumbing, and in such other related business as may be agreed on by the members.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business and mailing address and street address of this Limited Liability Company shall be 701 East Grant Avenue, DeLand, FL 32724, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be GEORGE E. COOK, SR., 701 East Grant Avenue, DeLand, FL 32724.

**ARTICLE V
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Company shall consist of the sum of \$10.00 which will be contributed by the member in the following amounts:

- 1) George E. Cook, Sr. 100%

**ARTICLE VI
MANAGER OR MANAGING MEMBER**

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The name and address of each Manager or Managing Member is as follows:

<u>Title:</u>	<u>Name and Address:</u>
“MGR” = Manager	
“MGRM” = Managing Member	
Managing Member	George E. Cook, Sr. 701 East Grant Avenue DeLand, FL 32724

**ARTICLE VII
MANAGEMENT OF BUSINESS**

Except as otherwise provided in these articles of organization, all members shall have equal rights in the management or conduct of the Limited Liability Company. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

**ARTICLE VIII
REGULATIONS**

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal the regulations shall be vested in the members of this company and decided by majority vote.

**ARTICLE IX
PROPERTY**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company. Only member George E. Cook, Sr. may execute instruments and documents such as deeds, mortgages, promissory notes, and each and every other document reasonably necessary to carry out the purposes of this company.

**ARTICLE X
MEETING OF MEMBERS**

Annual meetings of the members shall be held within 60 days after the close of the company's fiscal year. Special meetings may be called by a majority in interest of all members. Notice of special meetings shall be by certified mail to each member. Attendance at a meeting constitutes a waiver of notice. All such meetings may be held by telephone, but in such case, all such telephone meetings may be recorded.

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Minutes shall be kept of all regular and special meetings.

**ARTICLE XI
TRANSFERABILITY OF MEMBERS' INTEREST**

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members. Should any member desire to transfer the member's interest, all other members shall have a pro-rata right of first refusal, and may exercise said right within 10 days of receipt of the selling member's written offer to sell to a third party.

**ARTICLE XII
PROFITS AND LOSSES**

Profits and losses generated by the business of this company shall be passed through to the members in their proportionate share pursuant to Article V above.

**ARTICLE XIII
ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time only with the unanimous written consent of the members, on such terms and conditions as are set forth by a majority of members.

**ARTICLE XIV
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

**ARTICLE XV
EXPULSION OF MEMBER(S)**

Any member may be expelled from membership in the Limited Liability Company by a majority vote of the other members, pursuant to Florida law.

**ARTICLE XVI
DISSOLUTION, WINDING UP, LIQUIDATION**

Dissolution, winding up and liquidation shall be governed by Fla. Stat. Sec.608.441-.448, 2001, as amended.

**ARTICLE XVII
NOTICE TO MEMBERS**

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TALLAHASSEE FLORIDA

All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

**ARTICLE XVIII
AMENDMENTS**

These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these articles of organization on Nov. 21, 2003.

[Handwritten signatures]

[Handwritten signature]
GEORGE E. COOK, SR.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared GEORGE E. COOK, SR., to me well known to be the person who executed the foregoing Articles of Organization of GEORGE COOK POOL SERVICE, L.L.C. and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 21st day of Nov., 2003.

[Handwritten signature]
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



Beverly J. Autry
MY COMMISSION # DD140727 EXPIRES
November 19, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That GEORGE COOK POOL SERVICE, L.L.C., desiring to organize under the laws of the State of Florida with its principal office at 701 East Grant Avenue, DeLand, County of Volusia, State of Florida 32724, as indicated in the Articles of Organization, has named GEORGE E. COOK, SR., located at 701 East Grant Avenue, DeLand, FL 32724, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


GEORGE E. COOK, SR.

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TALLAHASSEE, FLORIDA

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