

WS000006206

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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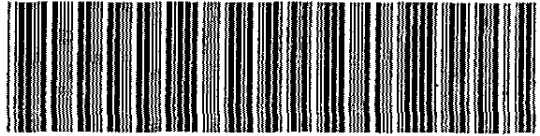
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

WS-2006  
JK



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

January 12, 2005

DAVID TROTTI  
1730 SHADOWOOD LN, SUITE 302  
JACKSONVILLE, FL 32207

SUBJECT: NATIONAL CONSTRUCTION SERVICE OF NORTH FLORIDA, LLC  
Ref. Number: W05000001811

We have received your document for NATIONAL CONSTRUCTION SERVICE OF NORTH FLORIDA, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document needs to be titled Articles of organization.,

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 105A00002336

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TALLAHASSEE, FLORIDA

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# David P. Trotti, P.A.

Attorney and Counselor at Law

1730 Shadowood Ln, Suite 302  
Jacksonville, FL 32207

Phone: (904) 399-1616  
Fax: (904) 396-0100

January 1, 2005

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**RE: National Construction Service of North Florida, LLC**

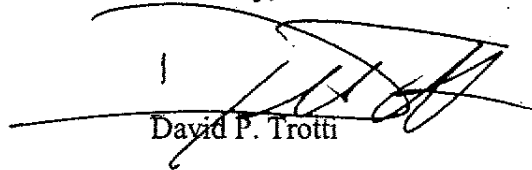
Dear Sir or Madam:

Enclosed is the signed original and one signed copy of the Articles of Organization for the above Limited Liability Company. We have also enclosed a check in the amount of \$160.00 for the filing fee, certified copy fee, certificate of status, and designation of registered agent.

Please process this request at your earliest opportunity and return the certified copy of the Articles of Organization, and Certificate of Status to this office.

Thank you for your assistance. If you have any questions, please call me at the above phone number.

Sincerely,

  
David P. Trotti

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TALLAHASSEE, FLORIDA

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enc.

# David P. Trotti, P.A.

Attorney and Counselor at Law

1730 Shadowood Ln, Suite 302  
Jacksonville, FL 32207

Phone: (904) 399-1616  
Fax: (904) 396-0100

January 16, 2005

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**RE: National Construction Service of North Florida, LLC**


Dear Sir or Madam:

Enclosed is the signed original and one signed copy of the Articles of Organization for the above Limited Liability Company. The original filing was rejected per the enclosed printout. We have not received any documentation back from the Department of State informing us on how to correct the discrepancy. I believe that the enclosed will correct the errors on the original documents.

Please process this request at your earliest opportunity and return the certified copy of the Articles of Organization, Registered Agent and Certificate of Status to this office.

Thank you for your assistance. If you have any questions, please call me at the above phone number.

Sincerely,



David P. Trotti

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TALLAHASSEE, FLORIDA

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enc.

**Articles of Organization  
of  
National Construction Service of North Florida, LLC**

**ARTICLE I. NAME.**

The name of this limited liability company is: **National Construction Service of North Florida, LLC**

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this company is 1730 Shadowood Ln, Suite 302A, Jacksonville, FL 32207.

**ARTICLE III. DURATION.**

The duration of the Company is for a period of twenty-five years from the date of filing of the Articles of Organization.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent is David P. Trotti, 1606 Sharonhill Dr., Jacksonville, FL 32211.

**ARTICLE V. MANAGEMENT.**

The Company is to be managed by its three members as named below. The below listed members shall constitute the Board of Directors of the Company as provided in the regulations adopted by the members. The names and addresses of the initial managers/directors are:

Glenn A. Amerson, Operating Manager	421 E. Woodhaven Dr., Ponte Vedra Beach, FL 32082
Sherman Stanley, Vice Operating Manager	4045 Conga Street Jacksonville, Fl 32217
David P. Trotti, Vice Operating Manager	1606 Sharonhill Dr. Jacksonville, FL 32211

The managers may appoint officers of the Company and prescribe their duties.

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## **ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted by vote of the holders of 66% of the membership interests who are not in default in their obligations to the Company as provided in the regulations adopted by the members.

## **ARTICLE VII. MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminated the continued membership of a member in the Company, or the occurrence of any of the other events which causes the dissolution of the Company, the remaining member(s) may vote within ninety (90) days following knowledge by the Company of such event whether or not to continue to conduct the affairs of the Company. The vote of a majority in interest of the remaining members shall be required to continue the business of the Company.

## **ARTICLE VIII. PURPOSE AND POWERS**

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

## **ARTICLE IX. CORPORATION.**

The Company elects to be taxed as a "S" Corporation. The Company will file the appropriate form 2553 and 8832 with the Internal Revenue Service pursuant to section 1362 of the Internal Revenue Code.

## **ARTICLE X. AMENDMENT.**

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them, and any right conferred upon the Members is subject to this reservation.

## **ARTICLE XI. INDEMNIFICATION.**

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner requires by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee, employees and agents of the Company shall apply when such persona are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager,

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officer, partner, trustee, employee, or agent of another foreign or domestic Company, partnership, joint venture, trust employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "managers", "officer", "employee: and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the undersigned, who is a member of the Company, has executed these articles of organization pursuant to Section 608.407, Florida Statutes, this 1<sup>st</sup> day of January 2005.

By: 

David P. Trotti

Its Director/Vice Operating Manager

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