

L08000033798

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. LUNT

APR -3 2008

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 10, 2008

MARTIN ERROL RICE, P.A.

SUBJECT: CARACARA, LLC
Ref. Number: W08000012518

We have received your document for CARACARA, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed as it is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 908A00014617

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TALLAHASSEE, FLORIDA

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MARTIN ERROL RICE, P.A.

ATTORNEY AT LAW

MAILING ADDRESS:
POST OFFICE BOX 205
ST. PETERSBURG, FL 33731-0205
TEL (727) 821-4884

February 29, 2008

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

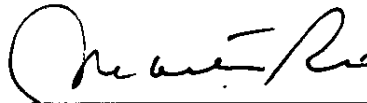
Via Federal Express

RE: Caracara, LLC, a Florida Limited Liability Company

To Whom It May Concern:

Enclosed find Articles of Organization of Limited Liability Company, together with my trust check in the amount of \$125.00 to cover filing fee and registered agent fee.

Very truly yours,



Martin Errol Rice, Esq.

MER/ms
Encl.
Cc: P.N. Risser, III

2008 APR -2 A 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MARTIN ERROL RICE, P.A.

ATTORNEY AT LAW

MAILING ADDRESS:
POST OFFICE BOX 205
ST. PETERSBURG, FL 33731-0205
TEL (727) 821-4884

March 20, 2008

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

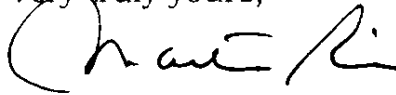
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2008 APR -2 4 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Federal Express

RE: Karakara, LLC, a Florida Limited Liability Company

To Whom It May Concern:

Enclosed find Articles of Organization of Limited Liability Company for Karakara, LLC, a Florida Limited Liability Company. I previously forwarded to your office Articles for Caracara, LLC, which were rejected under document number W08000012518, because of the use of the name Caracara by a Florida corporation. My office telephonically confirmed that you would hold my check in the amount of \$125.00 and that we would send new Articles for filing. Therefore, kindly apply the \$125.00 that you have on hand to the filing of Karakara, LLC. If you encounter any difficulties, please call; time is of the essence in establishing the existence of the LLC.

Very truly yours,



Martin Errol Rice, Esq.

MER/ms
Encl.

**ARTICLES OF ORGANIZATION
OF
KARAKARA, LLC**

**ARTICLE I.
Name**

The name of this limited liability company is **KARAKARA, LLC**, a Florida Limited Liability Company.

**ARTICLE II.
Purpose**

This limited liability company is created for any lawful purpose.

**ARTICLE III.
Registered Agent and Address**

The mailing and street address of the principal office of the limited liability company shall be 2865 Executive Drive, Clearwater, Florida 33762. The name and address of the initial registered agent of the limited liability company shall be Martin Errol Rice, Esquire, 333 Third Avenue North, Suite 325, St. Petersburg, Florida 33701.

**ARTICLE IV.
Initial Members**

The initial member of the limited liability company shall have the right to admit additional members upon the following terms and conditions.

1. Said members must wish to associate themselves with the limited liability company for the business purposes stated; and
2. Said members must pay in initial capital contributions in an amount to be established by the existing members.
3. The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of this limited liability company, or the occurrence of any other event, which terminates the continued membership of a member in the limited liability company shall not result in the dissolution of this limited liability company. Rather, the remaining members of the limited liability company shall have the right to continue the business of the limited liability company notwithstanding the foregoing events.
4. No person or entity can become a member of the limited liability company without the consent of all the members. If an existing member transfers his, her or its interest in the limited liability company without the unanimous consent of all members,

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the transfer is null and void, and all membership interest shall be subject to a Mandatory Buy/Sell Agreement of even date.

ARTICLE V.
Management of Company

The name and address of the initial manager, which is to serve as manager unless a successor is elected and qualified is P.N. Risser, III, whose address is 2865 Executive Drive, Clearwater, Florida 33762. The management of the limited liability company shall be vested in a manger who shall serve until a successor is elected by the majority vote of the members in a manner prescribed by and provided for in the regulations of the limited liability company. The manager shall also hold the offices and shall have the responsibilities accorded to it by the members and as set out in the regulations of the limited liability company.

ARTICLE VI.
Effective Date of Company

The Effective Date of the existence of the Company shall commence on the date of execution and acknowledgment of these Articles of Organization, provided that these Articles of Organization are filed with the State of Florida. Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Organization.

ARTICLE VII.
Amendment of Regulations

The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the manager of the company. Regulations adopted by the manager may be repealed or altered and new regulations may be adopted by a majority vote of the members. The members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the manager. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with the law or the Articles of Organization.

ARTICLE VIII.
Indemnification of Members

1. The limited liability company shall indemnify any individual or entity made a party, or the manager of same, to a proceeding because he, she or it was a member of the limited liability company, or the manager of same, against liability incurred in the proceedings if he, she or it conducted himself, herself or itself in good faith; he, she or it reasonably believed that his, her or its conduct was in or at least not opposed to the limited liability company's best interest; and in the event of any criminal

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proceeding, he, she or it had no reasonable cause to belief that his, her or its conduct was unlawful.

2. The limited liability company shall pay for or reimburse the reasonable expenses incurred by any of its members or the manager of same who is a party to a proceeding in advance of the final disposition of the proceeding if the individual or entity furnishes the limited liability company or the manager of same, a written affirmation of his, her or its good faith belief that it has met the standard of good conduct described herein; the individual or entity furnishes the limited liability company written undertaking executed personally or on his, her or its behalf to repay the advance if it is ultimately determined that he, she or it did not meet the standard of conduct; and a determination is made that the facts then known to those making the determination would not preclude indemnification under the law. The undertaking required by this paragraph shall be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment. The indemnification in advance of expenses authorized herein shall not be exclusive to any other rights to which any member or manager may be entitled under any bylaw, agreement, vote or members or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses to an individual or entity who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law. In addition to the foregoing, the limited liability company shall indemnify and save the organizers harmless in all acts taken by them as organizers of the limited liability company and shall pay all costs and expenses incurred by or imposed upon them as a result of the same including compensation based upon the usual charges for expenditures required of them in pursuit of the defense against any liability arising on account of acting as organizers or on account of enforcing the indemnification rights hereunder and the limited liability company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

IN WITNESS WHEREOF, for the purpose of forming a limited liability company under the laws of the State of Florida, the undersigned executed the Articles of Organization on this 18 day of March 2008.


P.N. RISSER, III
Initial Manager

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TALLAHASSEE, FLORIDA

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ACCEPTANCE

Having been named as Registered Agent for KARAKARA, LLC, I hereby state that I am familiar with and accept the duties and responsibilities of the position of Registered Agent for this limited liability company.


MARTIN ERROL RICE, ESQUIRE