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# MCDERMOTT & THACKER, P.A.

*Attorneys At Law*

791 WEST LUMSDEN ROAD • BRANDON, FLORIDA 33511

MICHAEL J. MCDERMOTT  
RICKY L. THACKER

TELEPHONE (813) 684-3131  
FACSIMILE (813) 654-0052

May 27, 2008

The Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Filing Articles of Organization  
AllWood Closet Distributors, LLC  
Our File No.: 08-0116

To Whom It May Concern:

Enclosed please find the following documents to file of record to create the noted limited liability company.

1. Articles of Organization;
2. Designation of Registered Agent/Office;
3. A Copy for Certification; and
4. A check in the amount of \$160.00 for following costs:
  - a. Filing Fee for Articles of Organization and Registered Agent Fee \$125.00
  - b. Certified copy \$ 30.00
  - c. Certificate of Status \$ 5.00

I have included a self addressed stamped envelope so that you can return a certified copy of the Articles of Organization once they have been filed.

Should you have any additional information, please do not hesitate to call.

Sincerely,

*Michael J. McDermott*

Michael J. McDermott, Esquire

*Dictated by Michael J. McDermott and mailed  
without his review to avoid further delay.*

MJM\jlo  
cc: Client  
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

OF

**AllWood Closet Distributors, LLC**  
*a limited liability company*

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**I. NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be AllWood Closet Distributors, LLC, and its principal office shall be located at 8604 Magnolia Street in the City of Gibsonton, County of Hillsborough, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**II. PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

KIP KEEBLER, Trustee of the  
KIP KEEBLER Declaration of Trust, dated November 26, 2003  
8604 Magnolia Street  
Gibsonton, FL 33534

and

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KIM KEEBLER, Trustee of the  
KIM KEEBLER Declaration of Trust, dated November 26, 2003  
8604 Magnolia Street  
Gibsonton, FL 33534

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#### V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### VII. PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

#### VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

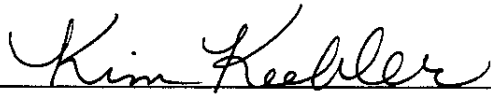
#### IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

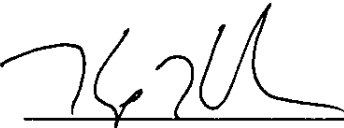
The address of the initial registered office of the limited liability company is 791 W. Lumsden Road, Brandon, County of Hillsborough, State of Florida 33534, and the name

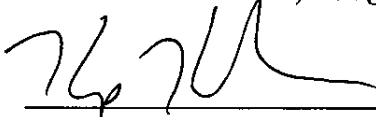
of the company's initial registered agent at that address is MICHAEL J. MCDERMOTT, ESQUIRE.


The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of AllWood Closet Distributors, LLC.

Executed by the undersigned at Gibsonton, Florida on the 28<sup>th</sup> day of MAY, 2008.

  
KIM KEEBLER, TRUSTEE  
of the Kim Keebler Declaration of Trust,  
dated November 26, 2003

  
KIP KEEBLER, TRUSTEE  
of the Kip Keebler Declaration of Trust,  
dated November 26, 2003

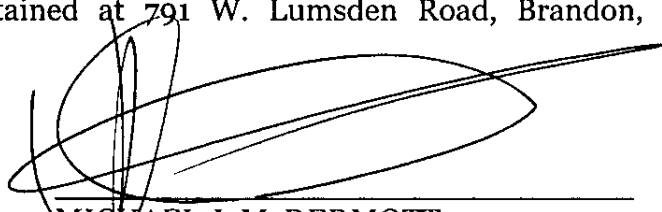
  
KIP KEEBLER, TRUSTEE  
of the Kim Keebler Declaration of Trust,  
dated November 26, 2003

  
KIM KEEBLER, TRUSTEE  
of the Kip Keebler Declaration of Trust,  
dated November 26, 2003

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

THIS IS TO CERTIFY, I, MICHAEL J. MCDERMOTT, do hereby acknowledge that I am familiar with and accept the duties, responsibilities and designation as Registered Agent for AllWood Closet Distributors, LLC. Further, that the registered office of AllWood Closet Distributors, LLC, shall be maintained at 791 W. Lumsden Road, Brandon, Hillsborough County, Florida 33511.

  
MICHAEL J. MCDERMOTT  
As Registered Agent for AllWood Closet  
Distributors, LLC