

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L000000000/707

Green Umbrella Imports, LLC

900003133919--6
-02/14/00--01060--026
****155.00 ****155.00

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- ☒ L.C. File *Cert.* _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

NOT RECORDED
AND
FILED
00 FEB 15 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB 14 AM 11:37

W-3932

Signature _____

Requested by: _____

LM 2/14 10:28

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

UB 2-15-00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 14, 2000

CAPITAL CONNECTION, INC.

SUBJECT: GREEN UMBRELLA IMPORTS, L.L.C.
Ref. Number: W00000003932

We have received your document for GREEN UMBRELLA IMPORTS, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of organization were signed by Virginia Johnson, please list her title next to her name. Her title needs to be a member or an authorized representative of a member.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 300A00007608

APPROVED
AND
FILED
00 FEB 15 PM 3:03
SECRETARY OF STATE
TALLAHASSEE-FLORIDA

ARTICLES OF ORGANIZATION

OF

GREEN UMBRELLA IMPORTS, L.L.C.

AGREEMENT made as of the 10 day of February, 2000, by
GREEN UMBRELLA IMPORTS (hereinafter the Members or individually the
Member);

NOW THEREFORE, it is mutually agreed as follows:

ARTICLE I

FORMATION OF LIMITED LIABILITY COMPANY

The Members hereby create a limited liability company (the
"LLC") under Chapter 608, Florida Statutes, the laws of the State
of Florida (the "Act") for the purposes described in Article III
below.

ARTICLE II

NAME

The name of the LLC shall be **GREEN UMBRELLA IMPORTS, L.L.C.**,
or such other name selected by the Members as may be acceptable to
the appropriate recording official of the State of Florida.

ARTICLE III

PURPOSES AND POWERS

The general nature of the business or businesses to be
transacted and which the LLC is authorized to transact, in addition
to those authorized by the laws of the State of Florida, and the
powers of the LLC, shall be as follows:

1. To purchase or otherwise acquire, sell, let and deal in
goods, wares, merchandise, and personal property of every
description for the purpose of owning, operating and managing
retail gift shops, and to carry on such business as wholesalers,
retailers, importers and exporters; and to do such other things as
are incidental, proper, or necessary to the operation of the
business, or to the carrying out of any or all of the purposes;
and, generally, to deal in all manufactured goods and materials.

APPROVED
AND
FILED
00 FEB 15 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. To engage in any activity or business authorized under the Florida Statutes.

3. 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 herein set forth to the same extent as a natural person might or could do.

4. To invest in, acquire, and hold, manage, repair, improve and sell, lease, transfer and otherwise dispose of, and deal in and with real and personal property of every character and description.

5. 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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

6. 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

7. To exercise all or any of the LLC powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service

APPROVED
AND
FILED

OCT 15 PM 3:03

or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

8. 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 herein set forth, 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.

9. 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 LLC, 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 herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the LLC to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The mailing address and the street address of the principal office of the LLC shall be 6329 Newberry Road, Suite B, Gainesville, Florida 32605, or at such other location as may be agreed in writing by the Members.

ARTICLE V

DURATION

This agreement shall be come effective on the date hereof, and the LLC shall have perpetual existence.

APPROVED
AND
FILED
OCT 15 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions with a total value of Sixty Five Thousand and No/100 (\$65,000.00) Dollars cash shall be contributed to the LLC by the Members in proportion to their respective percentage interest in the LLC.

In addition to the above, the Members shall be required to make such additional capital contributions as are agreed upon by a vote of the majority in interest of the Members of the LLC.

ARTICLE VII

LIMITED LIABILITY COMPANY POWERS

All the LLC powers shall be exercised by or under the authority of, and the business and affairs of this LLC shall be managed under the direction of the Members of this LLC.

ARTICLE VIII

MANAGEMENT

The LLC is to be managed by a manager and the name and address of such manager who is to serve as manager is:

<u>NAME</u>	<u>ADDRESS</u>
VIRGINIA JOHNSON	3458 NW 37 th Avenue Gainesville, FL 32605

APPROVED
AND
FILED
00 FEB 15 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the LLC is 3458 NW 37th Avenue, City of Gainesville, County of Alachua, State of Florida 32605, and the name of its initial registered agent at such address is VIRGINIA JOHNSON.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous written consent. Contributions required of new members shall be determined as of the time of admission to the LLC.

A Member's interest in the LLC may not be sold or otherwise transferred except as shall be provided in the regulations adopted by the Members.

Upon 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 LLC, the LLC shall continue unless the Members, by unanimous vote, dissolve the LLC.

The undersigned, being the original members of the LLC, hereby certify that the foregoing constitutes the proposed Articles of Organization of **GREEN UMBRELLA IMPORTS, L.L.C.**


ARTICLE XI

AMENDMENT TO ARTICLES OF ORGANIZATION

The Members of the LLC reserve the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the Members herein are granted subject to this reservation. Every such amendment shall be approved by a majority in interest of the Members of the LLC.

Executed by the undersigned at Gainesville, Florida on


2-10-00, 2000.



VIRGINIA JOHNSON
Member/Manager

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 10th day of February, 2000, by VIRGINIA JOHNSON, [☒] who has produced a driver's license issued within 5 years from date as identification; OR [☐] who is personally known to me; OR [☐] who produced Other: _____ as identification.



Notary Public
Printed Name:
Commission No.:

My Commission Expires:

(Affix Notary Seal)



Vicky R. Grant
MY COMMISSION # CC732124 EXPIRES
April 8, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

APPROVED
AND
FILED
00 FEB 15 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

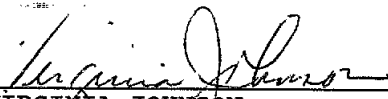
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

(1) The name of the limited liability company is **GREEN UMBRELLA IMPORTS, L.L.C.**

(2) The name and address of the registered agent and office is **VIRGINIA JOHNSON, 3458 NW 37th Avenue, Gainesville, Florida 32605.**

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 2-10-00



VIRGINIA JOHNSON,
Registered Agent

RECEIVED
FILED
00 FEB 15 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA