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LIMITED LIABILITY COMPANY

Simply Living Easy, LLC

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**ARTICLES OF ORGANIZATION  
OF  
SIMPLY LIVING EASY, LIMITED LIABILITY COMPANY**

The undersigned hereby adopts the following Articles of Organization ("Articles") for the purpose of forming a limited liability company under the laws of the State of Florida under Chapter 608, 1997, as amended, the Florida Limited Liability Company Act:

**Article I  
NAME**

The name of the limited liability company (the "Company") is **SIMPLY LIVING EASY, LLC.**

**Article II  
DURATION**

This Company is to commence its existence on the date these Articles are filed with the Secretary of State's Office, State of Florida, and shall exist perpetually thereafter until dissolved according to law.

**Article III  
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the limited liability company is 1120C Parkside Green, West Palm Beach, Florida 33415.

**Article IV  
INITIAL REGISTERED AGENT AND ACCEPTANCE**

Pursuant to the provisions of Section 608.407(1)(d), Florida Statutes, 1997, as amended, the name and street address of its initial registered agent in Florida is as follows:

Mary Gay-Eflreth  
(NAME)  
1120C Parkside Green  
( Street Address- P.O. Box not acceptable)  
West Palm Beach, Florida 33415  
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY AT THE PLACE DESIGNATED IN THESE ARTICLES, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE

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PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS/ITS POSITION AS REGISTERED AGENT.

SIGNATURE: Dated: 12/14/00**Article V****RIGHT OF MEMBERS TO ADMIT ADDITIONAL MEMBERS**

The right of members of the Company to admit additional members and the terms and conditions of the admissions shall be as set forth in the regulations of the Company to be adopted by the members having not less than seventy-five percent (75%) interest in the Company, as those regulations may thereafter be amended from time to time.

**Article VI****CONTINUATION OF BUSINESS AFTER CERTAIN EVENTS**

The members of the Company shall have the right to continue the existence and business of the Company after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

**Article VII****MANAGEMENT**

The Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are:

Mary Gay-Elfreth

The manager(s) of the Company are to be elected annually, and are to serve for one year terms. Any manager may be elected by members, in accordance with the regulations, to serve for any number of successive or non-successive periods.

**Article VIII****PURPOSE**

This Company is organized for the purpose of transacting any and all lawful business, including, but not limited to the acquisition and development of property of every kind and description, the construction of improvements, the financing and refinancing of the business of the Company, the ownership, operation, maintenance, leasing, repair, sale and use of one or more office or other buildings, and all matters related thereto.

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**Article IX**  
**CERTIFICATE OF MEMBERSHIP**

This Company is not authorized to issue shares of stock, but may, as provided in the Florida Statutes, issued certificates of membership to its members. The names of the initial members of the Company and their initial percentage interest in the Company are as follows:

<u>Names of Members</u>	<u>Address</u>	<u>Initial Percentage Interest</u>
1. Mary Gay-Elfreth	1120C Parkside Green West Palm Beach, FL 33415	100%

**Article X**  
**INDEMNIFICATION**

The Company shall indemnify any present or former member or person exercising powers and duties of a member, to the full extent now or hereafter permitted by law, including F.S. 608.4363, 1997, as amended.

**Articles XI**  
**POWERS**

This Company shall have all of the powers available to limited liability companies created under the laws of the State of Florida, including, but not limited to, those set forth in Florida Statute 608.404, 1997, as the same may be hereafter amended.

**Article XII**  
**MEETING BY CONFERENCE TELEPHONE**

Members of the Company may participate in meetings of members by means of telephone conference calls and may lawfully adopt company resolutions by unanimous written consent of the members, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization as of the 14<sup>TH</sup> day of DECEMBER 2000.

MEMBER(S):

*Mary Gay-Elfreth*

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