

L000000016323

Patrick M. Burns, CPA, IA

CERTIFIED MAIL # 7099 3400 0015 8219 0080

December 15, 2000

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100003513691--9
-12/27/00--01011--002
****125.00 ****125.00

Re: C&M Management, LLC

Dear Sir or Madam:

L-16323

Enclosed is an original and one (1) copy of the articles of organization and a check in the amount of \$125.00 (Filing Fee and Designation of Registered Agent) for:

C&M Management, LLC
2400 Bel Air Circle
Kissimmee, Florida 34743
(407) 344-0278

Should you have any questions, please contact me (registered agent) at (407) 228-4443. Thank you in advance for your assistance with this matter.

Sincerely,


Patrick M. Burns, CPA

CC: File

FILED
00 DEC 26 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/29

Cep

Articles of Organization

for

C&M Management, LLC

In compliance with Chapter 608 and/or Chapter 621, F.S. (Profit)

The undersigned, being of legal age and competent to contract, for the purposes of organizing a Florida Limited Liability Company pursuant to the laws of the State of Florida does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

Article I Name:

The name of this Florida Limited Liability Company shall be C&M Management, LLC. and its physical and mailing address shall be 2400 Bel Air Circle Kissimmee, Florida 34743.

Article II Commencement of Corporate Existence:

This Florida Limited Liability Company shall commence existence upon the filing of these Articles and shall have perpetual existence unless sooner dissolved according to law.

Article III Purpose & General Powers:

The purpose of this Florida Limited Liability Company shall be to engage in any and all lawful activities permitted under the laws of the State of Florida, as the same now exists and as hereafter amended.

Article IV Capital Stock:

1. Number and Class of Shares Authorized; Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| | |
|-----------------------------|--------|
| Number of Shares Authorized | 1,000 |
| Par Value Per Share | \$1.00 |
| Class of Stock | Common |

The consideration for all of the above stock shall be payable in cash, property (tangible & intangible), labor or services in lieu of cash, (at a just valuation to be fixed by the Board of Directors of the Florida Limited Liability Corporation).

2. Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Florida Limited Liability Corporation.
3. Preemptive Rights. No Shareholder of the Florida Limited Liability Company (LLC) shall have the right, upon the sale for cash or otherwise, of any new stock of the LLC or of any stock of the LLC held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

RECEIVED
STATE
FILED
FLORIDA
DEC 28 2013
13

FILED

P-62555

Article V Initial Registered Office and Agent:

The initial registered office of this Florida LLC shall be located at, and the initial registered agent of the Florida LLC shall be Patrick M. Burns, CPA, PA 1516 East Hillcrest Street Suite 307 Orlando, Florida 32803.

Article VI Management:

The LLC shall be managed by one or more managers and is therefore a manager – managed company. This LLC shall have two (2) managers initially. The number of the managers may either be increased or diminished from time to time as provided in the LLC's bylaws. The name and street address of the initial managers of this LLC are:

| | |
|----------------------|-----------------------------------------------------|
| Maureen Hines | 2400 Bel Air Circle Kissimmee, Florida 34743 |
| Colin Hines | 2400 Bel Air Circle Kissimmee, Florida 34743 |

Managers may be removed with or without cause.

Article VII Incorporator

The name and street address of the person signing these Articles of Organization is: Patrick M. Burns, CPA, Patrick M. Burns, CPA, PA 1516 East Hillcrest Street Suite 307 Orlando, Florida 32803.

Article VIII Bylaws

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws of this LLC shall be vested in the Board of Directors.

Article IX Indemnification

In addition to any rights and duties under applicable law, the LLC shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

Article X Conflicts of Interest

No Contract or other transaction between this LLC and any other business enterprise, and no act of the LLC, shall in any way be affected or invalidated by the fact that any of the directors of the this LLC are peculiarly or otherwise interested in, or are the directors or officers of, such other business enterprise. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in any contract or transaction of this LLC, provided that the fact that he or such firm is so interested shall be disclosed shall have been known to the Board of Directors or a majority thereof, and any director of this LLC who is also a director or an officer of such other business enterprise, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this LLC which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other business enterprise, or not so interested.

Article XI Limited Liability of Shareholders

The private property of the shareholders and directors shall not be subject to payment of the LLC's debts to any extent.

00 DEC 26 PM 1:13
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article XII Amendment

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

Article XIII Headings and Captions

The heading and captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned being the Incorporator hereinbefore named, for the purpose of forming a Florida Limited Liability Company under and pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribe thereunto and hereunto sets his hand and seal this 15th day of December, 2000.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Maureen Hines
Maureen Hines

Michael M. Brown
Witness

FILED
00 DEC 26 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

***CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY
BE SERVED***

In compliance with Section 48.091, Florida Statutes, the following is submitted:

C&M Management, LLC

Desiring to organize as a Florida Limited Liability Company under the laws of the State of Florida with its registered office at

1516 East Hillcrest Street, Suite 307, Orlando, Florida 32803

Has named and designated

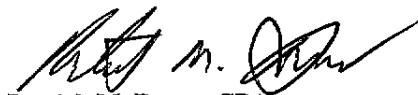
Patrick M. Burns, CPA

As its Registered Agent to accept service of process within the State of Florida.

Acknowledgment

Having been named as registered agent to accept service of process for the above stated Florida Limited Liability Company at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Dated this 15th day of December 2000.



**Patrick M. Burns, CPA
Registered Agent**

FILED
00 DEC 26 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ORGANIZATIONAL CONSENT TO CORPORATE ACTION
BY THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
C&M MANAGEMENT, LLC.**

THE UNDERSIGNED, being and constituting all of the shareholders and all of the members of the Board of Directors of **C&M MANAGEMENT, LLC**, a Florida Limited Liability Company organized and existing under the laws of the the State of Florida (the "LLC"), hereby agree to, consent to, adopt and order the following corporate actions:

1. Each of the undersigned do hereby waive all formal requirements, including the necessity of holding a formal or an informal meeting, and any requirement that notice thereof be give.
2. The Articles of Organization, as filed with the Florida Secretary of State, (the "State") on **December 15, 2000**, are approved and the Secretary of the LLC is directed to file the Articles of Organization into the corporate records book for the LLC. Further, the proposed Bylaws of the LLC are approved and the Secretary of the LLC is instructed to insert a copy of said Bylaws into the corporate records book for the LLC.
3. The following persons elected to serve in the offices of the LLC set opposite their names:

Maureen Hines **President, Vice-President, Secretary, Treasurer & Director**

4. The LLC shall issues shares of its authorized common stock to the following individuals in the amounts set forth opposite their respective names:

Maureen Hines **Common** **1,000 Shares**

The form of the stock certificate to be issued the LLC is hereby approved and the Secretary is hereby instructed to insert a specimen of said stock certificate in the corporate records book immediately following this consent.

5. The LLC does hereby adopt a corporate seal bearing the following impression:
6. The fiscal year of the LLC shall be from January 1 to December 31, inclusive.
7. The annual meeting of the shareholders of the LLC shall be held no later than sixty (60) days after the fiscal year at such time as may be determined by the Board of Directors.
8. The LLC is hereby authorized to open a bank account with a banking institution which is federally insured, with the signatory on the account being the President and such other persons as the President deems appropriate. The officers of the LLC are hereby authorized and directed to execute such certificates as may be necessary for delivery to such institution to establish said banking relationship, and to place a copy thereof in the corporate records book.
9. The actions herein contained shall be effective as of the 15th day of December 2000.

IN WITNESS WHEREOF, the undersigned have executed this corporate action for the purpose of giving their consent hereto.

Maureen Hines

**Maureen Hines
Member & Shareholder**

FILED
00 DEC 26 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA