

ALLAN L. CASEY  
DANIEL P. ROONEY

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ALLAN L. CASEY  
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395 Avenue C, N.W.  
Winter Haven, Florida 33881

L01000003470  
February 20, 2001

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

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-03/07/01--01017--003  
\*\*\*\*\*5.00 \*\*\*\*\*5.00

000003747930--0  
-02/22/01--01098--012  
\*\*\*\*150.00 \*\*\*\*150.00

Re: Cracker's Surplus, L.C.

Gentlemen:

Enclosed herewith in connection with the above referenced matter, please find Articles of Organization which includes Designation of Registered Agent to be filed with your office, together with the firm's check payable to your order in the amount of \$150.00 to be allocated as follows:

1. Filing Fee:	\$ 100.00
2. Certificate Designating Resident Agent:	25.00
3. Certified Copy of Articles of Organization:	30.00
	<u>\$ 150.00</u>

Please forward certified copy to this office. Thanking you in advance for your assistance, I am,

With kindest regards,

  
Allan L. Casey, Esquire

AC/pld  
Enc.

FILED  
01 MAR -7 AM 10:41  
TALLAHASSEE, FLORIDA

52



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

February 23, 2001

ALLAN L. CASEY  
P.O. BOX 7146  
WINTER HAVEN, FL 33883-7146

SUBJECT: CRACKER'S SURPLUS, L.C.  
Ref. Number: W01000004285

FILED  
01 MAR -7 AM 10:41  
TALLAHASSEE, FLORIDA

We have received your document for CRACKER'S SURPLUS, L.C. and check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$5.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 201A00011456

## **ARTICLES OF ORGANIZATION OF CRACKER'S SURPLUS, L.C.**

The undersigned certifies that he has associated himself 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 a limited liability company for profit. He further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### **ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be CRACKER'S SURPLUS, L.C., and its principal office shall be located at 3236 Dundee Road, Winter Haven, FL 33884, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be 3236 Dundee Road, Winter Haven, FL 33884.

### **ARTICLE 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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CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF WINTER HAVEN, FLORIDA

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 growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company.

### ARTICLE IV MANAGEMENT

The management of this limited liability company is reserved to its members. The name and address of the managing member is FRANKLIN G. BOWEN, 3236 Dundee Road, Winter Haven, FL 33884

**ARTICLE 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 by the Members.

A member's interest in the limited liability company may be sold or otherwise transferred subject to restrictions contained in this company's Operating Agreement.

**ARTICLE VI  
DURATION**

This limited liability company shall exist until 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, at which time upon the unanimous consent of the remaining members the business of the company may continue until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members. If at any time the limited liability company has no members, unless otherwise provided for in the Operating Agreement, the limited liability company is not dissolved and is not required to be wound up if, within 180 days, or such other period as provided in the Articles of Organization or Operating Agreement, after the occurrence of the event that terminated the continued membership of the last remaining member agrees in writing to continue the limited liability company and agrees to the admission of the Personal Representative of such member or its nominee or designee to the limited liability company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

**ARTICLE VII  
AMENDMENT**

These Articles of Organization may be amended by an instrument in writing approved by the unanimous vote of the members.

**ARTICLE VIII  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 395 AVENUE C, NW, Winter Haven, FL 33881, and the name of the company's initial registered agent at that address is ALLAN L. CASEY.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of CRACKER'S SURPLUS, L.C.

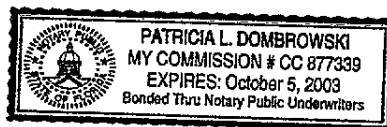
Executed by the undersigned at Winter Haven, Florida on this 15<sup>th</sup> day of February, 2001.

  
FRANKLIN G. BOWEN

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Articles of Organization were acknowledged before me this 15<sup>th</sup> day of February, 2001 by FRANKLIN G. BOWEN, a Member of CRACKER'S SURPLUS, L.C, a limited liability company. ☒ He is personally known to me or ☐ has produced his Florida driver's license as identification.

  
Notary Public  
State of Florida at Large



FILED  
01 MAR -7 AM 10:41  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

Pursuant To Chapter 48.901, Florida Statutes, the following is  
submitted, in compliance with said Act:

FIRST that CRACKER'S SURPLUS, L.C., desiring to organize under  
the laws of the State of FLORIDA, with its principle office, as  
indicated in the Articles of Organization, in the City of WINTER  
HAVEN, State of Florida, has named ALLAN L. CASEY, located at 395  
Avenue C, N.W., City of WINTER HAVEN, County of POLK, State of  
FLORIDA, as its Agent to accept Service of Process within this  
State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
stated Limited Liability Company, at the place designated in this  
Certificate, I hereby accept to act in this capacity, and agree to  
comply with the provisions of said act relative to keeping open  
said office.

BY: \_\_\_\_\_

ALLAN L. CASEY  
Registered Agent

FILED  
01 MAR -7 AM 10:41  
CLERK OF DISTRICT COURT  
ALLAN L. CASEY, FLD