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May 2, 2001

Registration Section  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: postcards! gallery, LLC

Dear Sir/Madam:

Enclosed for filing find the original and one copy of the Articles of Organization and the original Certification of Designation of Registered Agent/Registered Office, along with our firm check, number 007424, for \$155.00 to cover the filing charges and the fee for a certified copy.

Should you have any questions or need any additional information, please contact the undersigned, or my assistant, Shanon, at the St. Augustine address or phone number above.

Sincerely,

*Linda Logan Bryan*

Linda Logan Bryan

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Enclosures  
LLB/slh

cc: Gina Partos

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CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION (W/O REGULATIONS) FOR  
postcards! gallery, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. Name. The name of this Company shall be postcards! gallery, L.L.C.
2. Duration/Continuation. The period of this Company's duration shall be perpetual, unless terminated by the unanimous written agreement of the member(s). In the event of 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, the business of the Company may be continued by the unanimous consent of the remaining member(s), if any.
3. Purposes. The purposes for which this Company is being formed are the following:
  - (a) to engage in any activities or business permitted for this Company under the laws of the State of Florida.
  - (b) for the specific purpose of owning, operating and managing an art gallery business.
4. Address, Registered Agent and Office. The mailing address and street address of the principal office of the Company is 701 A1A Beach Boulevard #C, St. Augustine Beach, Florida 32080. The name and street address of the initial registered agent and office for this Company is as follows:

Gina Partos  
232 Bonita Road  
St. Augustine, Florida 32086
5. Management of Company. The business of the Company shall be managed by its member(s) according to their relative capital accounts (i.e., in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals from said account).

The name and address of the initial and sole member are as follows:

<u>Name</u>	<u>Address</u>
Gina Partos	232 Bonita Road, St. Augustine, FL 32086

6. Contributions to Capital.

(a) The total initial amount of cash contributed to the Company by its member was as follows:

<u>Member</u>	<u>Contribution</u>
Gina Partos	\$20,000.00

7. Admission of Additional Member(s) and Terms and Conditions of Such Admissions: Additional members may be admitted upon the unanimous approval of the member(s) of the Company, upon the written application of such new member, in the manner provided by unanimous consent of the member(s) or as set forth in applicable Regulations, if any, of this Company adopted by the member(s).

8. Adoption and Amendment of Regulations. The power to adopt, alter, amend or repeal Regulations for this Company shall be vested in the member(s) of the Company which authority shall be exercised in accordance with the Regulations of this Company, if and when adopted.

9. Organizer(s). The name and address of the organizer executing these Articles of Organization is as follows:

<u>Name</u>	<u>Address</u>
Gina Partos	232 Bonita Road, St. Augustine, FL 32086

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10. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form as is prescribed by the Secretary of the State Division of Corporations, State of Florida and shall contain such terms and provisions that are consistent with Chapter 608, Florida Statutes, as amended, and shall be signed and sworn to by all members of the Company. In the event a new member is added by any such amendment, it shall also be signed by the member to be added.



11. Informal Action of Member(s). Any action of the member(s) may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting and same is filed with the Company's records.

12. Contracting Debt. Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except upon unanimous consent of its member(s) or as provided in accordance with applicable Regulations, if any, adopted by the member(s).

13. Transferability of Member's Interest. The transferability of an interest of a member of this Company is restricted. Such interest may be transferred or assigned upon the unanimous consent of the member(s) and/or in the manner provided in an Operating Agreement, if such an agreement is made.

14. Withdrawal or Reduction of Member's Contributions to Capital. A member shall not receive out of the Company property any part of his or her contribution to capital until:

(a) all liabilities of the Company, except liabilities to members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them,

(b) the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded,

(c) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

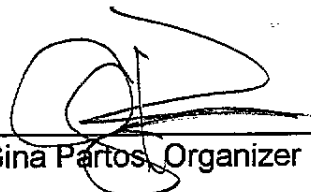
A member shall be entitled to the return of his or her contribution in the manner approved by the unanimous consent of the member(s) or as provided for in any Regulations of the Company adopted by the member(s).

15. Compensation of Member/Employees. A member who is also an employee of the Company shall be entitled to compensation in the manner and amount established by unanimous consent of the member(s).

16. Profits and Losses. Each member's share of profits and losses shall be according

to his or her relative capital account (i.e., in proportion to his or her contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals from said account).


IN WITNESS WHEREOF, the undersigned Organizer has hereunto set her hand and seal this 2nd day of May, 2001.

  
Gina Partos, Organizer (Member)

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared Gina Partos, as Organizer (Member) of the Company, to me known to be the person who executed the foregoing Articles of Organization and she acknowledged to and before me that she executed such instrument and that the facts stated therein are true to the best of her knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of May, 2001.

  
Notary Public, State of Florida

LINDA C. OSBORNE

Type or print Notary's name

My Commission Expires:



Linda C. Osborne  
MY COMMISSION # CC981984 EXPIRES  
January 21, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

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**CERTIFICATION OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is postcards! gallery, L.L.C.
2. The name and address of the registered agent and office is:

Gina Partos  
232 Bonita Road  
St. Augustine, Florida 32086


Having been named as registered agent and to accept service of process for the above-stated 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.

  
\_\_\_\_\_  
Gina Partos/Resident Agent

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared Gina Partos, to me known to be the person who executed the foregoing and she acknowledged to and before me that she executed such instrument and that the facts stated therein are true to the best of her knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of May, 2001.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Linda C. Osborne  
Type or print Notary's name  
My Commission Expires:



Linda C. Osborne  
MY COMMISSION # CC981984 EXPIRES  
January 21, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

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