

LD10000007497

(Requestor's Name)	
(Address)	
(City, State, Zip)	(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Flowers By Frank Perdue, L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF ORGANIZATION

OF

FLOWERS BY FRANK PERDUE, L.L.C.

{a Florida for profit limited liability company}

ARTICLE I. NAME AND ADDRESS

The name of this limited liability company (which is hereinafter called "The Limited Liability Company") and the mailing and street address of its initial office shall be:

FLOWERS BY FRANK PERDUE, L.L.C.
c/o The Estate of Frank E. Perdue
547 N. Monroe Street, Suite 203
Tallahassee, Florida 32301

ARTICLE II. PURPOSE

Section 1. In addition to the powers authorized by the laws of the State of Florida, the purposes for which The Limited Liability Company is formed are:

- (a) To convert the sole proprietorship (operated by the decedent, Frank E. Perdue, prior to his death on November 18, 2000) from a sole proprietorship to a Limited Liability Company;
- (b) To have one or more offices in the State of Florida or in any other state, territory or country; to carry on any and all of the operations and businesses of said limited liability company without restriction or limit; to incur indebtedness;
- (c) To act as an agent, nominee, attorney-in-fact, general partner for, and/or perform any service for, any person(s), partnership(s), corporation(s), firm(s), syndicate(s), association(s) or other entity(ies) or person(s) in any capacity to extend the interest of The Limited Liability Company;
- (d) To transact any other lawful business under the **Florida Limited Liability Company Act, Chapter 608, Florida Statutes**, including providing for and to its members the privileges, rights, and immunities of limited liability companies for profit;

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- (e) To have the powers necessary to carry out its business and affairs as set forth in Chapter 608, including but not limited to Section 608.404, Florida Statutes, as amended; and/or
- (f) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, as the foregoing activities are merely examples and not limitations; and nothing herein shall be deemed as prohibiting The Limited Liability Company from extending its activities to any related or otherwise lawful business, provided that the privileges, rights, and immunities of limited liability companies for profit applies.

Section 2. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting The Limited Liability Company to carry on any business, exercise any power or do any act which a limited liability company may not lawfully carry on, exercise or do under Florida Laws. These Articles should be construed so as to provide its members with all the limitations on liabilities, as more fully set forth in Chapter 608, including but not limited to Sections 608.4227, 608.4228 and 608.462, Florida Statutes.

ARTICLE III. DURATION.

The Limited Liability Company shall not have perpetual existence, but rather shall exist until December 31, 2050, or until dissolved in an earlier manner provided by law or as provided in the regulations/operating agreement adopted by the members from time to time.

ARTICLE IV. CAPITAL CONTRIBUTIONS

The capital contributions in the amount of \$ 125.00 in cash shall be paid to The Limited Liability Company by the sole member. Additional contributions will be made as required for investment purposes, as solely determined by the unanimous consent of the members. Members shall make contributions in proportion to the members' relative capital accounts.

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ARTICLE V. MANAGEMENT RESERVED TO THE MEMBERS

Section 1. Unless otherwise provided in the regulations/operating agreement, management of this limited liability company is reserved to its members, initially consisting of one (1) member, whose name and address is as follows:

Estate of Frank E. Perdue
Kirk Headley Perdue, Personal Representative
(Case No. 00-431-PRA) Leon County Florida
1564 Marion Avenue
Tallahassee, FL 32303

Section 2. All members shall be entitled to vote on all matters relating to the Limited Liability Company. Unless otherwise provided in these Articles or regulations/operating agreement, each such vote shall be weighted in proportion to the members' relative capital accounts; however, in the event the capital account of every member is negative or zero, then each member shall have one vote. All The Limited Liability Company powers shall be exercised by, under the authority of, or at the direction of, the members.

ARTICLE VI. PLACE OF BUSINESS; REGISTERED AGENT

Section 1. The principal place of business for The Limited Liability Company shall be located at 547 N. Monroe Street, Suite 203, Tallahassee, Florida 32301, but The Limited Liability Company may establish and maintain its principal office at such other place within the State of Florida as may be determined by the members consistent with the Florida Limited Liability Company Act as the same is then in effect.

Section 2. The initial registered agent and office shall be:

James R. Brewster
547 N. Monroe Street
Suite 203
Tallahassee, Florida 32301

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ARTICLE VII.
MEMBERSHIP RESTRICTIONS/RIGHT TO CONTINUE BUSINESS

Section 1. The 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.

Section 2. A member's interest in The Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all the members.

Section 3. On 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, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VIII.
INDEMNIFICATION

The Limited Liability Company shall indemnify, including advancement of expenses, any and all of its members against the expenses actually and necessarily incurred by him/it/them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties (by reason of being in the aforesaid capacity), except in relation to matters as to which any such person shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of his/its duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the regulations/operating agreement, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be otherwise entitled under the law (including without limitation Section 608.4229, Florida Statutes, as amended) or separate instrument.

ARTICLE IX.
SHARING OF PROFITS

Unless provided for otherwise in the regulations/operating agreement, profits and losses shall be allocated on the basis of each member's relative capital account.

ARTICLE X.
AMENDMENT

These Articles may be amended from time to time by the unanimous vote of the members.

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ARTICLE XI.
ARBITRATION OF DEADLOCK OF MEMBERS

If at any time there are insufficient votes to approve or disapprove any matter (e.g. irreconcilable disputes), then any member may require all the members to submit the matter to binding arbitration under Florida Law.

ARTICLE XII.
SINGLE MEMBER L.L.C.

Notwithstanding anything herein to the contrary, in the case that this Limited Liability Company is owned by only one member, then in such situation the single member may transfer all or any portion of his or her interest or rights to one or more successors. In the event of any such transfer, the successor shall thereupon become a member and The Limited Liability Company shall be continued.

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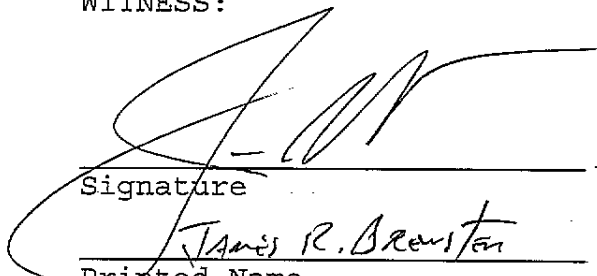
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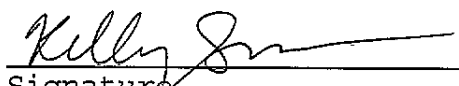
The undersigned, UNDER PENALTIES OF PERJURY, certifies that it has associated itself for the purpose of becoming a limited liability company under the laws of the State of Florida and further certifies that these Articles shall serve as the Charter and authority for the conduct of business of The Limited Liability Company.

In witness whereof the undersigned being the original member(s) of The Limited Liability Company execute these Articles of Organization, this 10TH day of May, 2001 and accordingly hereby certify that this instrument constitutes the proposed Articles of Organization of Flowers By Frank Perdue, L.L.C.

WITNESS:


Signature

James R. Brewster
Printed Name


Signature

Kelly Smith
Printed Name

SIGNATURE OF SINGLE MEMBER
THE ESTATE OF FRANK E. PERDUE

BY:

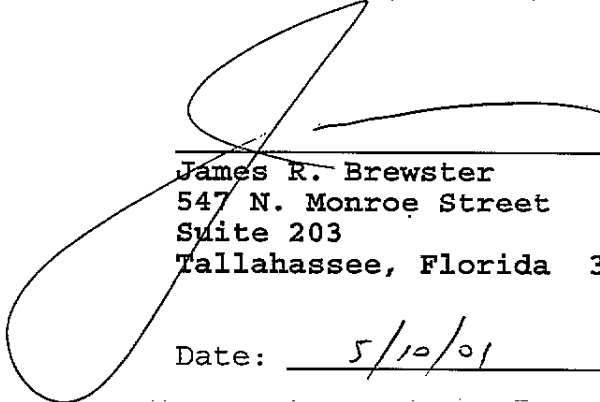
Kirk Headley Perdue, PR
Kirk Headley Perdue,
Personal Representative
1564 Marion Avenue
Tallahassee, FL 32303

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TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company, I hereby agree to act in this capacity at the place designated in these Articles, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and my obligations under Section 608.407, Florida Statutes.



James R. Brewster
547 N. Monroe Street
Suite 203
Tallahassee, Florida 32301

Date: 5/10/01

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