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Requestor's Name

Address

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VALIDATION ONLY

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****155.00 ****155.00

CORPORATION(S) NAME

McLaughlin-Limpus, LLC.

~~IND-20128~~

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☐ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

RECEIVED
DIVISION OF STATE
DEPARTMENT OF REVENUE
2001 AUG 29 AM 9:12
SUFFICIENCY OF FILING
TO ACHIEVE
CREDIT

8/31/01

01 AUG 31 AM 11:15
RECEIVED
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 29, 2001

EMPIRE

SUBJECT: MCLAUGHLIN-LIMPUS, LLC
Ref. Number: W01000020128

We have received your document for MCLAUGHLIN-LIMPUS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 001A00049170

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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**ARTICLES OF ORGANIZATION FOR A
FLORIDA LIMITED LIABILITY COMPANY**

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

Article I:

Name: The name of this company shall be McLaughlin-Limpus, LLC.

Article II:

Duration/Continuation: The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

Article III:


The Principle mailing address is: 356 Golfview Road, #403
North Palm Beach, Florida 33408

Article IV:

Registered Agent and Office: The name and street address of the initial registered agent and office for this company is as follows:

Karen E. Stedman
3931 RCA Blvd., Suite 3101
Palm Beach Gardens, Florida 33410

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 as provided for in Chapter 608, F.S.


Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article V:

Admission of Additional Members and Terms and Conditions of such Admissions:
Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner to be set forth in the Bylaws of this Company.

Article VI:

Right to Continue Business: The remaining members may continue the Business on 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 of Company: Management of the company is reserved to the Members.
The names and addresses of the Managerial Members are:

Creative Wellness Communications, Inc.
356 Golfview Road, #403
North Palm Beach, Florida 33408
and
The McLaughlin Company
8037 Calle de la Plata
La Jolla, California 92037

Article VIII:

Optional Provisions:

Amendment of Articles of Organization: Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

Regulations of Company: The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

Informal Action of Members: Any action of the Members 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 filed with the Manager(s) of the Company as part of its records).

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Contracting Debt: Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

Transferability of Member's Interest: An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

Withdrawal or Reduction of Member's Contribution to Capital:

- (1) A Member shall not receive out of the Company property any part of his or its 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 its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 24 day of August, 2001.

David L. Impus

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
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