

LOI 000022191

* JOHN F. MCGUIRE, ESQ.
ELYSE M. MCGUIRE, ESQ.
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J. JASON BANGOS, ESQ.

OFFICES
A Professional Association

1073 N.E. Cleveland St.
Clearwater, FL 33755
Phone (727) 446-7659
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* ALSO LICENSED IN MICHIGAN
** ALSO LICENSED IN NEW YORK

December 10, 2001

State of Florida Dept. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****205.00 *****155.00

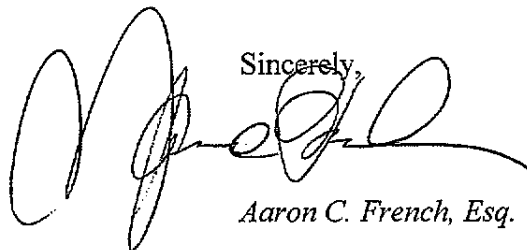
Re: Margaret Ryder, LLC d/b/a Oldsmar Nursery

To Whom It May Concern:

Enclosed please find my client's articles of incorporation and application for registration of fictitious name and filing fee for both of \$205.00. Please return a certified copy of the articles to Margaret Ryder, 8140 Honeybee Lane, Tampa, FL 33635-9781. Thank You.

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01 DEC 20 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,



Aaron C. French, Esq.

Enc
ACF/df

FF \$155.00
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 19, 2001

AARON C. FRENCH
1173 N.E. CLEVELAND STREET
CLEARWATER, FL 33755

SUBJECT: MARGARET RYDER, LLC
Ref. Number: W01000028974

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

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

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 701A00066400

SECRETARY OF STATE
TAMMIE CLINE
TALLAHASSEE, FLORIDA

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* ALSO LICENSED IN MICHIGAN
** ALSO LICENSED IN NEW YORK

December 20, 2001

State of Florida Dept. of Corporations
Registration Department
Attn: Tammy Cline
P.O. Box 6327
Tallahassee, FL 32314

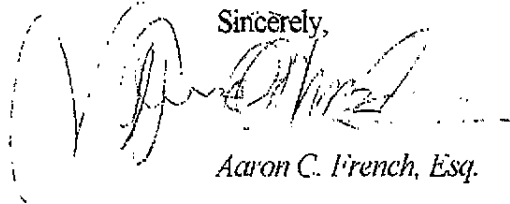
Re: Margaret Ryder, LLC
Document No.: W01000028974

To Whom it May Concern:

Enclosed please find the amended Articles of Organization for Margaret Ryder, LLC, which includes the mailing and principal address and a signature block for the register agent.

Thank you for your attention to this matter. If you have any questions, call me.

Sincerely,



Aaron C. French, Esq.

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ACF/df

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF MARGARET A. RYDER, L.L.C., d/b/a
OLDSMAR NURSERY**

The undersigned hereby certify that she has 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 limited liability companies for profit. She further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The **name** of the limited liability company shall be **MARGARET A. RYDER, L.L.C., d/b/a OLDSMAR NURSERY** and its principal place of business and **mailing address** shall be **180 North Racetrack Road, in the City of Oldsmar, County of Pinellas, State of Florida 34677**, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the member(s).

**ARTICLE II
PURPOSE AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 powers conferred by the laws of the State of Florida, and to do any and all things herein set forth 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 the 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 any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render and other service or assistance insofar as it lawfully may 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 any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, or do.

ARTICLE III CAPITAL CONTRIBUTION

Capital contributions in the amount of Two-Thousand Dollars (\$2,000.00) cash shall be paid to the limited liability company by Margaret A. Ryder, the current member. Additional contributions will be made as required for investment purposes, as determined by Margaret A. Ryder or by unanimous consent of the members. Members will make contributions in equal shares. FS § 608.

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ARTICLE IV PROFITS AND LOSSES

- (a) **Sharing of Profits.** The member(s) shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

Margaret A. Ryder

100%

The distributive share of the profits shall be determined and paid, such as: each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being December 10, 2001.

- (b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares as set forth in paragraph (a).

ARTICLE V LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the member(s) of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the member(s) or of it member of the limited liability company.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at **180 North Racetrack Road, in the City of Oldsmar, County of Pinellas, State of Florida 34677.**

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ARTICLE VII DURATION

This limited liability company shall exist until dissolved, but not to exceed 30 years from the date of filing with the Department of State as provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII MANAGEMENT

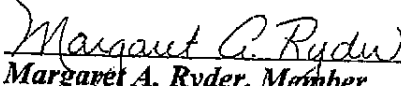
This limited liability company shall be managed by **Margaret A. Ryder**. The name and address of the person who shall serve as such until the first annual meeting of the member(s) or until a successor is elected and qualify is the same, Margaret A. Ryder, address is 8140 Honeybee Lane, Tampa, Florida 33635-9781. Management of this limited liability company is reserved to its member(s).

ARTICLE IX INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The address of the initial registered office of the limited liability company is **180 North Racetrack Road, City of Oldsmar, County of Pinellas, State of Florida 34677**

ARTICLE X INITIAL REGISTERED AGENT

The name of its registered agent of the limited liability company is **Margaret A. Ryder at 180 North Racetrack Road, City of Oldsmar, County of Pinellas, State of Florida 34677.**


**Margaret A. Ryder, Member
and Registered Agent**

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TALLAHASSEE, FLORIDA

ARTICLE XI RESTRICTIONS ON MEMBERSHIP

Member(s) shall have the right to admit new member(s) by unanimous consent. Contributions required of new members shall be determined as of the time of admissions to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon 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 upon unanimous consent of such remaining members.

The undersigned, being the original member of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **MARGARET A. RYDER, L.L.C., d/b/a OLDSMAR NURSERY**

Executed by the undersigned at McGuire Law Offices, 1173 N.E. Cleveland Street, Clearwater, Florida 33755.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization of Margaret A. Ryder, L.L.C., d/b/a Oldsmar Nursery effective as member:

Margaret A. Ryder
Margaret A. Ryder, Member
and Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledge before me this 20th day of December, 2001, by Margaret A. Ryder, who is personally known to me or who has produced his driver's license as identification.

Beverly L. Kennedy Signature of person taking the
acknowledgment.

Beverly L. Kennedy Printed or Stamped name of
acknowledger.

My commission expires:



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