



# L020000003934

ACCOUNT NO. : 072100000032

REFERENCE : 403684 7189872

AUTHORIZATION : *Patricia Pizoto*

COST LIMIT : \$ 155.00

ORDER DATE : February 19, 2002

ORDER TIME : 10:20 AM

ORDER NO. : 403684-005

CUSTOMER NO: 7189872

400004953944--4

CUSTOMER: Mr. Mark Kleinfeld  
Mark B. Kleinfeld P.a.

205 Worth Avenue  
Suite 310  
Palm Beach, FL 33480

*Effective Date  
2-15-02*

DOMESTIC FILING

NAME: LESLIE DAVIS INTERIORS L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

*per norma - take affidavit  
out of last page*

RECEIVED  
02 FEBRUARY OF STATE  
PALM BEACH, FLORIDA  
DIVISION OF CORPORATION  
23

APPROVED  
AND  
FILED

**ARTICLES OF ORGANIZATION  
OF  
Leslie Davis Interiors L.L.C.**

The undersigned certify that we have associated ourselves together 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. We further declare 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 Leslie Davis Interiors L.L.C., and its principal office shall be located at 255 Valencia Road, West Palm Beach, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The company's initial mailing address is 255 Valencia Road, West Palm Beach, FL 33401.

**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.

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**ARTICLES OF ORGANIZATION OF  
Leslie Davis Interiors L.L.C.**

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.

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.

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 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.

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. The term "Operating Agreement" as used in these Articles shall mean the written Operating Agreement between the Members as the same shall be amended and/or restated from time to time.

**ARTICLE III**

**EXERCISE OF 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 members of this limited liability company. This Article may be amended from time to time by a unanimous vote of the members of the limited liability company.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF  
Leslie Davis Interiors L.L.C.**

**ARTICLE IV  
MANAGEMENT**

Management of this limited liability company is reserved to its Members, whose names and addresses are as follows:

Leslie Davis  
255 Valencia Road, West Palm Beach, FL 33401

Steve Davis  
255 Valencia Road, West Palm Beach, FL 33401

**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.

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

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 VI  
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company as follows: \$500.00 by Leslie Davis for a 50% membership interest and \$500.00.00 by

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TALLAHASSEE, FLORIDA

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Steve Davis for a 50% membership interest. Additional contributions may be made as determined by the Members. The Members are not under any obligation to consent to additional contributions.

**ARTICLE VII  
PROFITS AND LOSSES**

Notwithstanding any provision to the contrary in these Articles, no creditor of the limited liability company shall have the right to compel the Members or any Member to make any contribution to capital or otherwise pay for losses or liabilities incurred by the limited liability company. The operating agreement for the company may set forth additional provisions with respect to profits and losses so long as such provisions are not in conflict with this article.

**ARTICLE VIII**

**DURATION**

This limited liability company shall be perpetual or until dissolved in a manner provided by law, or as provided in the operating agreement adopted by the Members.

**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is:

255 Valencia Road, West Palm Beach, FL 33401

and the name of its initial registered agent at such address is Leslie Davis.

The undersigned, being the original Members of the limited liability company, certify that this instrument constitutes the Articles of Organization of Leslie Davis Interiors L.L.C.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF  
Leslie Davis Interiors L.L.C.**

**ARTICLE X**

The Company shall commence its existence on February 15, 2002, which is the effective date of these articles.

Executed by the undersigned at West Palm Beach, on febr. 15, 2002

  
\_\_\_\_\_  
Leslie Davis, Member

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA                     )  
  ) SS.  
COUNTY OF PALM BEACH            )

Pursuant to the provisions of Sections 608.415 or and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Leslie Davis Interiors L.L.C.

The name of the registered agent for Leslie Davis Interiors L.L.C. is Leslie Davis and the street address of the company's principal office where the agent is located is 255 Valencia Road, West Palm Beach, FL 33401.

This statement is to acknowledge that, as indicated above, Leslie Davis Interiors L.L.C. has appointed me, Leslie Davis, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: February 15<sup>th</sup>, 2002.

Leslie Davis  
Leslie Davis

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The foregoing instrument was acknowledged before me on February 15, 2002, by Leslie Davis. He is personally known to me or has produced Drivers License [type of identification] as identification. D100 521 60 8020

Lynn C. Riff  
Print Name: Lynn C. Riff  
Notary Public  
My Commission Expires:

(SEAL)

