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February 2, 2002

Secretary of State
Division of Corporations
Tallahassee, Florida 32201

RE: SOUTHERN SEAFOOD DISTRIBUTORS, LLC

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above-named with a copy thereof, and designation of resident agent, with copy thereof, to be filed.

Also enclosed is my check in the amount of \$125.00.

Very truly yours,


W. DANIEL KEARNEY

WDK/jb

SOUTHERNAUTO/SEC OF STATE-LTR02-02-02

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2002 FEB -8 PM 1:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
SOUTHERN SEAFOOD DISTRIBUTORS, LLC

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, with the following Articles serving as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME

The name of this limited liability company is:

SOUTHERN SEAFOOD DISTRIBUTORS, LLC

ARTICLE II

MAILING AND STREET ADDRESS

The mailing address and street address of the principal office of the limited liability company shall be located at:

1301 10TH STREET EAST, SUITE G
Palmetto, Florida 34221

but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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ARTICLE III

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; and 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.
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, 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 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 express, 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.

ARTICLE IV

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 in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V

MANAGEMENT

Management of this limited liability company is reserved to its members.

ARTICLE VI

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 in proportion to each membership interest in the limited liability company.

A distribution share profits will be determined and paid to the members three (3) months from the close of each fiscal year of the limited liability company, absent earlier distribution as agreed upon by the members.

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

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TALLAHASSEE, FLORIDA

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a members, 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 VII

PROFIT AND LOSSES

(A) Profit Sharing. Members shall be entitled to net profits arising from the operation of the limited liability company business that remain after the payment of expenses of conducting business with the limited liability company, with membership interest in the limited liability company.

(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 these sources are insufficient to cover such losses, by the members in proportion to each member's membership interest in the limited liability company.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

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

W. DANIEL KEARNEY
1329 U.S. Highway 301
Palmetto, Florida 34221

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TALLAHASSEE, FLORIDA

Executed by the undersigned, on the 2nd day of Feb., 2002.

BY: 
ALLEN MORRELL

STATE OF FLORIDA
COUNTY OF MANATEE

Subscribed and sworn to before me by **ALLEN MORRELL**, (☒) who is personally known to me or (☐) who has produced _____, as identification, on the 2nd day of Feb., 2002.


NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:

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NOTARY PUBLIC
MANATEE, FLORIDA

Having been named as resident agent to accept service of process in the above stated limited liability company at the place designated on the certificate, I hereby accept the appointment as resident 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 resident agent provided for in Chapter 608, Florida Statutes.

BY: _____

W. DANIEL KEARNEY

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