

**L02.000012137**

William I. and Ruth C. Livingston  
313 N. Cypress Street  
Flagler Beach, FL 32136  
(386) 439-7097

May 7, 2002

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

300005506843--8  
-05/13/02--01083--007  
\*\*\*\*125.00 \*\*\*\*125.00

Re: ALL Photography, LLC

To Whom It May Concern:

Enclosed you will find an original and one copy of Articles of Organization for ALL Photography, LLC, a Florida Limited Liability Company, along with the \$125.00 filing fee.

Please file the Articles of Organization and return confirmation to me in the enclosed, self-addressed, stamped envelope.

Feel free to call me with any questions.

Sincerely yours,



William I. Livingston

WIL/dmd  
Enclosures

FILED  
02 MAY 13 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/20  
not

**ARTICLES OF ORGANIZATION  
FOR  
ALL Photography, LLC  
a Florida Limited Liability Company**

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

**ARTICLE I - NAME**

The name of this company shall be **ALL Photography, LLC**

**ARTICLE II - DURATION\CONTINUATION**

The period of this company's duration shall be perpetual.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE**

The street and mailing address is 313 Cypress Street, Flagler Beach, Florida 32136-0000.

**ARTICLE IV - REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this company is as follows: Ruth Livingston, 313 Cypress Street, Flagler Beach, Florida 32136-0000.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the members to admit additional members and the terms and conditions of such admission shall be stated in the Operating Agreement.

**ARTICLE VI**

The right, if given, of the remaining members of this company to 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 this company shall be as provided for the in the Operating Agreement.

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TALLAHASSEE, FLORIDA

## **ARTICLE VII - MANAGEMENT**

This company is to be a manager-managed company and the name and address of the initial manager is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Ann Louise Livingston	313 Cypress Street Flagler Beach, Florida 32136-0000

The manager of this company may be changed or additional managers added at any time by a majority of its members.

## **ARTICLE VIII - INITIAL MEMBERS**

The name and address of the initial member of this company is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
William I. Livingston	313 Cypress Street Flagler Beach, Florida 32136-0000
Ruth C. Livingston	313 Cypress Street Flagler Beach, Florida 32136-0000
Ann Louise Livingston	313 Cypress Street Flagler Beach, Florida 32136-0000

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TALLAHASSEE, FLORIDA

Assignment of the interest by an initial member of this company shall entitle the assignee thereof to become and to exercise all rights and powers of a member of this company.

## **ARTICLE IX - CERTIFICATE OF MEMBERSHIP**

A member's interest in this company may be evidenced by a certificate of membership issued by this company.

## **ARTICLE X - AMENDMENT**

Any amendments 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 the Florida Limited Liability Company Act, 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.

### **ARTICLE XI - INDEMNIFICATION**

Each individual or entity who is or was a manager or member of this company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager or member of this company ("Indemnitee"), shall be indemnified and held harmless by this company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by this company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of this company, agreement, vote of members or otherwise. Any repeal or amendment of this Article by the members of this company shall not adversely affect any right or protection of a manager or member existing at the time of such repeal or amendment.

### **ARTICLE XII - OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the Operating Agreement of this company shall be vested in the members.


### **ARTICLE XIII - 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.

### **ARTICLE XIV - TRANSFER OF MEMBER'S INTEREST**

An interest of a member in this company may not be transferred or assigned unless all the remaining members of this company approve of such transfer or assignment by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of the initial members has hereunto set his hand and seal this 1<sup>st</sup> day of May 2002.

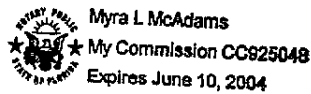
  
\_\_\_\_\_  
William I. Livingston

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **William I. Livingston**, who is personally known to me or who produced a driver's license as identification, for individual foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 1st day of May 2002.



Myra L. McAdams  
Notary Public, State of Florida  
My commission expires:

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.

Ruth C. Livingston  
Ruth C. Livingston  
REGISTERED AGENT:  
DATE: 5/1/02

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TALLAHASSEE, FLORIDA

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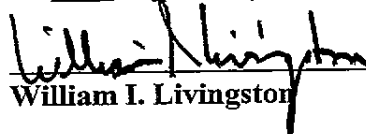
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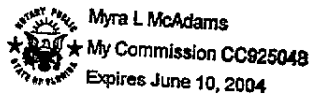
  
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **William I. Livingston**, who is personally known to me or who produced a driver's license as identification, for individual foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 1st day of May 2002.



Myra L. McAdams  
Notary Public, State of Florida  
My commission expires:

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.

Ruth C. Livingston  
Ruth C. Livingston  
REGISTERED AGENT:  
DATE: 5/1/02

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