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Florida Department of State  
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Fax Number : (850) 205-0383

From:

Account Name : ISLER, SOMBATHY & SOMBATHY, P.A.  
Account Number : I19990000275  
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**LIMITED LIABILITY COMPANY**

**Shadow Signs, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	04
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58

ARTICLES OF ORGANIZATION  
OF  
SHADOW SIGNS, LLC

The undersigned, for the purpose of forming a limited liability company under Section 608.401 et seq. of the Florida Statutes, as amended (the "Florida Limited Liability Company Act"), hereby files the following Articles of Organization with the Florida Department of State and attests that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

NAME AND ADDRESS

The name of this limited liability company (the "Limited Liability Company") shall be SHADOW SIGNS, LLC. The street address of the principal office is 7812 McElvey Avenue, Panama City Beach, FL 32408, and the mailing address is 7812 McElvey Avenue, Panama City Beach, FL 32408.

ARTICLE II

DURATION

The period of duration is perpetual unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

ARTICLE III

PURPOSES

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(a) To engage in all activities necessary, customary, convenient or incident to and to exercise all powers necessary to or reasonably connected with the development, construction, and sale of signs to the same extent the same may be legally exercised by limited liability companies under the Florida Limited Liability Company Act;

(b) To carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objectives and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by reference any powers, objectives or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Florida or any

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reasonable construction of such laws.

#### ARTICLE IV

##### REGISTERED AGENT/OFFICE

The name and street address of the resident agent in the state of Florida is Charles S. Isler, III, Esquire, Isler, Sombathy & Sombathy, P.A., 434 Magnolia Avenue, Panama City, FL 32401.

#### ARTICLE V

##### INITIAL MEMBERS

The names of the initial members (the "members") of the Limited Liability Company are:

Rodney J. Hardy, President  
Elaine K. Hardy, Secretary

#### ARTICLE VI

##### ADDITIONAL MEMBERS

The members reserve the right to admit additional members upon the agreement of the members as to the admission of, and the consideration to be paid by, such new members, and subject to the terms and conditions of the Limited Liability Company's operating agreement.

#### ARTICLE VII

##### OPERATING AGREEMENT

The operating agreement of the Limited Liability Company shall be executed by each member of the Limited Liability Company and shall set forth all provisions for the regulation of the internal affairs of the Limited Liability and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Florida or these Articles. The operating agreement shall include, without limitation, provisions regarding members, company capital, allocations, distributions, management of the company, transfer of interest, dissolution, accounting and records, the tax matters, partner and indemnification. Those provisions together with any other provisions including in the operating agreement are hereby incorporated by reference.

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## ARTICLE VIII

## MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of the remaining members.

## ARTICLE IX

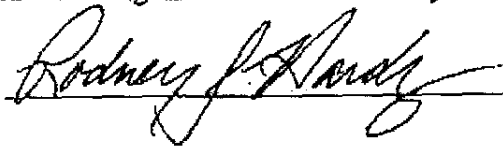
## MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

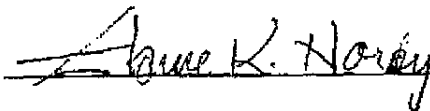
Rodney J. Hardy 7812 McElvey Avenue  
Panama City Beach, FL 32408

Elaine K. Hardy 7812 McElvey Avenue  
Panama City Beach, FL 32408

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Panama City Beach, Florida on October 16, 2002.



Rodney J. Hardy



Elaine K. Hardy

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STATE OF FLORIDA

COUNTY OF BAY

SWORN TO AND SUBSCRIBED before me on the 16<sup>th</sup> day of October, 2002, by Rodney J. Hardy and Elaine K. Hardy, who are personally known to me or who have provided a drivers license as identification.



Charity D. Hudson  
Commission # CC 910584  
Expires Feb. 15, 2004  
Bonded Through  
Atlantic Bonding Co., Inc.

  
Notary Public, State of Florida

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, SHADOW SIGNS, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is SHADOW SIGNS, LLC.
2. The name and address of the registered agent in Florida are:  
Charles S. Isler, III  
434 Magnolia Avenue  
Panama City, FL 32401.

The undersigned, being the person named in the articles of organization of SHADOW SIGNS, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

*Charles S. Isler, III*  
\_\_\_\_\_  
Charles S. Isler, III  
Registered Agent

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