

W0300000 1986

(Requestor's Name)

Elizabeth B. Howard
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Jacksonville, FL 32246

(City/State/Zip/Phone #)

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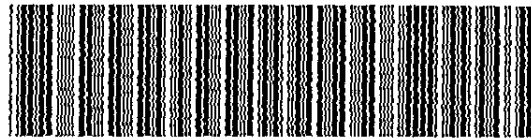
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ARTICLES OF ORGANIZATION
EARTH OPTIONS, LLC
(A Florida Limited Liability Company)

The undersigned, desiring to form a limited liability company, pursuant to the provisions of the Florida Limited Liability Company Act, *Florida Statutes*, Chapter 608, hereby adopts, submits, and files with the Florida Department of State, these Articles of Organization.

The undersigned, being authorized to execute these Articles, certifies that the members have associated themselves 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. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

- Name -

The name of the limited liability company shall be: Earth Options, LLC.

ARTICLE II

- Address and Place of Business -

The street address of the principal office of the limited liability company shall be:

308 Bay Point Way South
Jacksonville, FL 32259

The mailing address of the principal office of the limited liability company shall be:

308 Bay Point Way South
Jacksonville, FL 32259

The limited liability company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III

- Duration -

The existence of the limited liability company shall commence at the date and time of filing of these Articles of Organization with the Department of State, and shall exist thereafter until dissolution or conversion occurs in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV
- Purpose and Power -

In addition to the powers authorized by the laws of the State of Florida, and the United States of America, 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 the business, or businesses of, lawn maintenance and lawn landscaping.
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, including, without limitation, all powers permitted by the Florida Limited Liability Act, *Florida Statutes*, Chapter 608, and the power to:
 - a. Sue and be sued, and defend, in its name.
 - b. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
 - c. Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all, or any part of its property.
 - d. Conduct its business, locate offices, and exercise the powers granted by *Florida Statutes*, Chapter 608, within or without the State of Florida.
 - e. Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.
 - f. Make donations for the public welfare or for charitable, scientific, or educational purposes.

- g. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.
 - h. Make payments or donations or do any other act not inconsistent with the law that furthers the business of the limited liability company.
- 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, and to perform and carry out, assign, cancel, or rescind any such contracts.
- 5. 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE V
- 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 exercised by, or under the authority of, the members of this limited liability company. This Article may be amended in the regulations of the limited liability company by a unanimous vote of the then members of the limited liability company.

ARTICLE VI
- Management -

Management of this limited liability company is reserved to its members. The operating members at the time of organization are as follows:

Andrew Stoinoff
308 Bay Point Way South
Jacksonville, FL 32259

Jason Braughton
700 South Lilac
Jacksonville, FL 32259

Lyman Hall
1414 Kumquat
Jacksonville, FL 32259

ARTICLE VII
- Membership Restrictions -

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. They shall be issued for such consideration as may be determined by the then existing members. The units may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

ARTICLE VIII
- Initial Capital Contributions -

The initial contribution of capital of the limited liability company by its members is as follows:

| <u>Member</u> | <u>Contribution</u> | |
|------------------------|---------------------|--|
| Andrew Stoinoff | \$3,375.00 Cash - | Previously invested and paid. The current interest of said member is 37 ¹ / ₂ %. |
| Jason Braughton | \$3,375.00 Cash - | Previously invested and paid. The current interest of said member is 37 ¹ / ₂ %. |
| Lyman Hall | \$2,250.00 Cash - | Previously invested and paid. The current interest of said member is 25%. |
| TOTAL CAPITAL PAID IN: | \$9,000.00 | |

ARTICLE IX
- Additional Contributions -

Additional contributions of capital, if any, will be made by the members as provided in the regulations adopted by the members.

ARTICLE X
- Profits and Losses -

1. Profit Sharing

The members shall be entitled to the net profits arising from the operation of the limited liability company 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 after all members have been reimbursed for their capital contribution.

2. 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 equal shares.

ARTICLE XI

- Initial Registered Office and Registered Agent -

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

308 Bay Point Way South
City of Jacksonville
St. Johns County
State of Florida, 32259.

The name of the company's initial registered agent at that address is:

Andrew Stoinoff

The registered agent is specifically authorized to sign and file such Affidavits as may be required under §608.408, *Florida Statutes*.

The limited liability company may change its registered office, or its registered agent, or both, by filing with the Department of State of the State of Florida a statement complying with §608.416, *Florida Statutes*.

ARTICLE XII

- Continuity of Business -

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease, and the limited liability company shall not be dissolved, unless the business of the limited liability company is terminated by the consent, or agreement, of all remaining members. Notwithstanding the death, retirement, resignation, expulsion, or bankruptcy of a member, all contracts executed by such member in an individual or representative capacity shall survive and shall inure to the benefit of the limited liability company.

ARTICLE XIII

- Regulations -

The members of the limited liability company shall adopt regulations which shall also act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such regulation shall not be inconsistent with these Articles of Organization, or with the laws of the State of Florida. The regulations shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

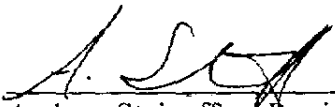
ARTICLE XIV

- Acknowledgment -

The undersigned, does hereby certify that the foregoing constitutes the proposed Articles of Organization for EARTH OPTIONS, LLC. These Articles of Organization may be amended by the unanimous agreement or consent of the members, in the manner now, or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization and acknowledges them to be the act of this limited liability company this 10 day of January, 2003.

EARTH OPTIONS, LLC,
a Florida limited liability company



Andrew Stoinoff, as President

1-10-03

Date

In accordance with §608.408(3), *Florida Statutes*, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

EARTH OPTIONS, LLC,
a Florida limited liability company



Andrew Stoinoff, as President

1-10-03

Date

**STATEMENT DESIGNATING RESIDENT AGENT
FOR EARTH OPTIONS, LLC. AND ACCEPTANCE**

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, as provided by Chapter 608, Florida Statutes.

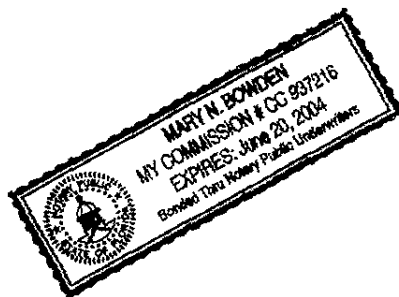
EARTH OPTIONS, LLC,
a Florida limited liability company

A. Stoinoff
Andrew Stoinoff, as Registered Agent

1-10-03
Date

STATE OF FLORIDA
COUNTY OF *St. Johns*

Before me, the undersigned authority, the foregoing instrument was acknowledged this 10 day of January, 2003 by ANDREW STOINOFF, on behalf of EARTH OPTIONS, LLC., a Florida limited liability company. He is personally known to me or who has produced X _____ as identification and who did take an oath.



Mary N. Bowden

Notary Public

State of Florida

My Commission Expires: 06-20-04