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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 910555 4312115

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 125.00

ORDER DATE : January 28, 2003

ORDER TIME : 12:37 PM

ORDER NO. : 910555-005

CUSTOMER NO: 4312115

CUSTOMER: Benjamin G. Morris, Esq
Allen Dell P.a.

202 South Rome Avenue
Suite 100
Tampa, FL 33606

DOMESTIC FILING

NAME: POUND THE ROCK, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION
OF
POUND THE ROCK, LLC**

**ARTICLE I
Name and Principal Place of Business**

The name of this limited liability company is POUND THE ROCK, LLC; the physical address of its principal office is 1234 U.S. Alt. 19, Holiday, Florida 34691, and its mailing address is the same.

**ARTICLE II
Purposes**

This limited liability company is organized for the purpose of and shall have the power to engage in any activity or business authorized under the Florida Statutes and, 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.

**ARTICLE III
Management and Exercise of Powers**

Management of this limited liability company is reserved to the members. The names and address of the initial managing member(s) are as follows:

William Woodrow Hooper, Jr.
1234 Alt. 19
Holiday, Florida 34691

The powers of this limited liability company shall be exercised by or under the authority of, and the business and affairs shall be managed under, the direction of the members of this limited liability company.

This Article may be amended from time to time in accordance with the regulations of this limited liability company by majority vote of the members.

**ARTICLE IV
Duration**

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

Upon the death, bankruptcy or dissolution of a member, or upon the occurrences of any other event, which terminates the continued membership of a member in this limited liability company, this limited liability company shall be dissolved except upon consent of all remaining members.

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ARTICLE V Membership

Except as provided otherwise in any applicable Members Agreement, new members of this limited liability company may only be admitted upon unanimous consent. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

Except as provided otherwise in any applicable Members Agreement, a member's interest in this limited liability company may not be sole, assigned, transferred, or conveyed without unanimous written consent of all members, and an assignee of an interest in this limited liability company may become a member only upon consent of all existing members.

ARTICLE VI Capital Contributions

Initial capital contributions in the amount of \$100.00 shall be paid to this limited liability company by the members. Additional contributions will be made as required and as determined by unanimous consent of the members and will be made in such proportionate amounts as to maintain the capital accounts in the same proportion as from the original contribution set forth above.

ARTICLE VII Profits and Losses

A. **Profits.** After payment of the expenses of this limited liability company, each member shall be entitled to a distributive share of the profits of this limited liability company in accordance with an agreed upon formula or, in the absence of such formula, in proportion to each members' then outstanding contributed and not returned capital. The distributive share of the profits shall be determined and paid to the members by December 31st of each year.

B. **Losses.** Any losses which occur in the operation of this limited liability company shall be paid from the profits and capital of this limited liability company or, if the profits and capital are not sufficient to pay for these losses, by the members in proportion to their capital accounts.

ARTICLE VIII Initial Registered Office and Registered Agent

The street address of the initial registered office of this limited company is 1234 US Alt. 19, Holiday, Florida 34691, and the name of the initial registered agent of this limited liability company at that address is William Woodrow Hooper, Jr.

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**ARTICLE IX
Amendments**

This limited liability company reserves the right to amend or repeal any provision contained in this Articles of Organization or any amendment thereto upon the affirmative vote of the members representing a majority of then outstanding contributed and not returned capital of this limited liability company.

IN WITNESS WHEREOF, the undersigned, being the original members of this limited liability company, certify that this instrument constitutes the Articles of Organization of POUND THE ROCK, LLC.

Executed this 28th day of JANUARY, 2003.

Signed, sealed and delivered in the presence of:

Witness Signature:

Print Name: BENJAMIN G. MORRIS

Witness Signature:

Print Name: Laura J. Campbell

STATE OF FLORIDA

COUNTY OF Hillsborough

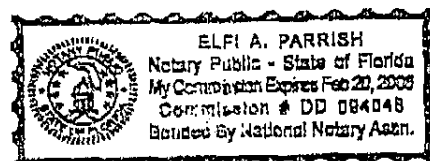
The foregoing instrument was acknowledge before me on the 28th day of Jan, 2003, by WILLIAM WOODROW HOOPER, JR. who is personally know to me or who has produced FL. D.R. as personal identification.

Elfi A. Parrish

NOTARY PUBLIC

Notary Public, State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA

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**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE
AND ACCEPTANCE OF REGISTERED AGENT**

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Pursuant to the provisions of Section 608.415, Florida Statutes, POUND THE ROCK, LLC, a Florida limited liability company, submits the following statement designating its registered office and registered agent in the State of Florida:

William Woodrow Hooper, Jr.
1234 Alt. 19
Holiday, Florida 34691

The name of the registered agent is WILLIAM WOODROW HOOPER, JR. and the streets address of the initial registered office of this limited liability company is 1234 Alt. 19, Holiday, Florida 34691.

Dated this 29th day of January, 2003.

POUND THE ROCK, LLC

By: 

WILLIAM WOODROW HOOPER, JR.

ACKNOWLEDGMENT

I, WILLIAM WOODROW HOOPER, JR., am the individual above named to accept service of process for the above-stated limited liability company at the address designated in this Statement. I hereby accept this appointment 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 this 29th day of January, 2003.

Signed, sealed and delivered in the presence of:


Witness Signature:

Print Name: BENJAMIN G. MORRIS


Witness Signature:

Print Name: MICHAEL N. BROWN


WILLIAM WOODROW HOOPER, JR.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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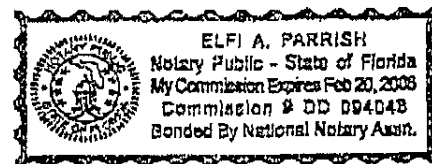
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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledge before me on the 29th day of January 2003, by WILLIAM WOODROW HOOPER, JR. who is personally know to me or who has produced FL.D.I. as personal identification.

Elfi A. Parrish
NOTARY PUBLIC

Notary Public, State of Florida
My Commission Expires:



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