

Division of Corporations

Page 1

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Florida Department of State  
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## To:

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## From:

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**LIMITED LIABILITY COMPANY**

With A Passion, LLC

Certificate of Status	1
Certified Copy	1
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J. BRYAN MAR 19 2003

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## ARTICLES OF ORGANIZATION

OF

### WITH A PASSION, LLC

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company:

#### Article I Name

The name of the limited liability company is With A Passion, LLC.

#### Article II Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles Of Organization with the Florida Department Of State.

#### Article III Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units With A Passion, LLC is authorized to have outstanding is 10,000 units, all of which shall be identical units.

Section B. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 80% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

#### Article IV Registered Agent And Office

The address of the initial Registered Office of the Company is 912 Seagrape Lane, Vero Beach, Florida 32963, and the name of its initial Registered Agent at such address is Susan E. Mallgrave.

Richard B. Candler  
Florida Bar No. 0510040  
3111 Cardinal Drive  
Vero Beach, FL 32963

H03000084638 3

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**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 912 Seagrape Lane, Vero Beach, Florida 32963.

**Article VI**  
**Organizer**

The name and address of the organizer is:

Susan E. Mallgrave  
912 Seagrape Lane  
Vero Beach, Florida 32963

The organizer is a natural person over the age of twenty-one years.

**Article VII**  
**Purpose and Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article VIII**  
**Management**

The Company is to be managed by an Officer or Officers.

**Article IX**  
**Indemnification**

The Company shall indemnify any Member or Officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member or Officer is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member or Officer in connection with such action, suit or proceeding. The Company shall not indemnify any Member or Officer in the event of (i) a breach of such

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Member or Officer's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member or Officer derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member or Officer shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member or Officer is proper in the circumstances because such Member or Officer had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

## **Article X**

### **Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by the President or a Vice President and shall be countersigned or attested by the Secretary or the Treasurer, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Company.

(In accordance with section 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.)

Signature of member or authorized representative of member.

Dated March 19, 2003.

Susan E. Mallgrave  
Susan E. Mallgrave  
Organizer

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H03000084638 3

*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 for in Chapter 608, F.S.*

Susan E. Mallgrave  
Susan E. Mallgrave, Registered Agent

State of Florida

)  
) ss.  
)

County of Indian River

The foregoing instrument was acknowledged before me this March 19, 2003 by Susan E. Mallgrave, who is personally known to me or who has produced as identification.

RICHARD B. CANDLER  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD100800  
EXPIRES 05/18/2006  
BONDED THRU 1-888-NOTARY1

[Signature]  
Notary Public in and for  
said State

Serial number: \_\_\_\_\_

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