



# Mannikko & Baris

*Attorneys at Law*

Joseph L. Mannikko, Esq.  
E. Barbara Baris, Esq.

FILED  
03 JUL -3 PM 3:07  
DEPARTMENT OF STATE  
870 SW Martin Downs Boulevard, Suite 1  
Palm City, Florida 34990  
(772) 283-0084 phone  
(772) 283-1084 fax

July 1, 2003

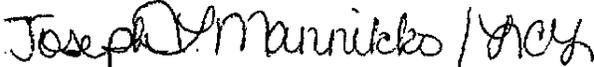
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**RE: MR. TEA LLC**

Dear Sir/Madam:

Enclosed please find a Statement Designating Registered Agent; Articles of Organization; and a check in the amount of \$125.00 for filing fees associated with registering this new LLC.

Sincerely,



Joseph L. Mannikko  
For the Firm  
JLM/ICL

**ARTICLES OF ORGANIZATION  
OF  
MR. TEA LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**§§ I. NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be MR. TEA LLC and its principal office shall be located at 3700 SE Jennings Road, Port St. Lucie, St. Lucie County, Florida. Its mailing address is 870 SW Martin Downs Blvd., Palm City, Florida , 34990, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**§§ II. PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the purpose of this limited liability company is:

To sell tea and tea products and any other item which the members shall deem appropriate, in any manner agreed to by the members, including retail store front, internet and franchise sales, and to engage in any activity or business authorized under the Florida Statutes, 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.

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.

To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or

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under this arrangement develop, improve, stabilize, strengthen, or extend the commercial interest of the limited liability company and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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CLERK OF THE CIRCUIT COURT  
PALM BEACH COUNTY, FLORIDA

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.

**§§ III. 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 managed under the direction of, the members of this limited liability company. This Article may be amended from time to time by a unanimous vote of the members of the limited liability company.

**§§ IV. MANAGEMENT**

Management of this limited liability company is reserved to its members unless otherwise agreed, whose names and addresses are as follows:

Roy Stevens  
3700 SE Jennings Road  
Port St. Lucie, FL 34952

Beverly Stevens  
3700 SE Jennings Road  
Port St. Lucie, FL 34952

E. Barbara Baris  
870 SW Martin Downs Blvd.  
Palm City, Florida

Joseph L. Mannikko  
870 SW Martin Downs Blvd.  
Palm City, Florida

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**§§ V. MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**§§ VI. CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$100.00 shall be paid to the limited liability company by the members in equal shares. Contributions may be in cash or in kind approved by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**§§ VII. PROFITS AND LOSSES**

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Roy Stevens - 25%	=
Beverly Stevens - 25%	..
E. Barbara Baris - 25%	-
Joseph L. Mannikko - 25%	=

The distributive share of the profits shall be determined and paid to the members quarterly on the last day of each third calendar month commencing March 31<sup>st</sup> of each year.

(b) *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 the shares set forth above for the distribution of profits.

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TALLAHASSEE, FLORIDA

**§§ VIII. DURATION**

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

**§§ IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 870 Sw Martin Downs Blvd. and the name of the company's initial registered agent at that address is Joseph L. Mannikko.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of MR. TEA LLC.

Executed by the undersigned at Stuart, Florida,  
this 30<sup>th</sup> day of June, 2003.

\_\_\_\_\_  
Roy Stevens

