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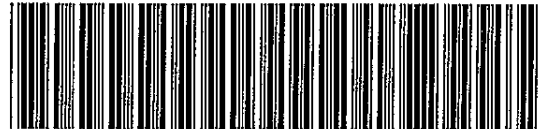
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03 JUL 28 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jill Stethem
604 S.W. 20th Terrace
Cape Coral, FL 33991

June 9, 2003

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Subject: IMFLEXCO PARTNERS, LTD. CO.

Dear Sir/Madam:

Enclosed herewith kindly find the following:

1. Articles of Organization and a Certificate of Designation of Registered Agent and Registered Office for the above limited liability company; and,
2. Check in the total sum of \$155.00 representing the filing fee, registered agent designation, and certified copy fee for the above limited liability company.

Kindly process the enclosed at your earliest convenience. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Jill Stethem, Authorized Representative

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
IMFLEXCO PARTNERS, LTD. CO.**

THE UNDERSIGNED, being of legal age and in order to form a Limited Liability Company under and pursuant to Section 608.407 of the Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the Limited Liability Company is:

IMFLEXCO PARTNERS, LTD. CO.

ARTICLE II - PLACE OF BUSINESS

The principal place of business of this Limited liability Company which shall also serve as the mailing address of the Limited Liability Company shall be located at the following address:

604 S.W. 20th Terrace
Cape Coral, Florida 33991

ARTICLES III - PERIOD OF DURATION

This Limited Liability Company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue perpetually.

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03 JUL 28 1990
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - PURPOSE

This Limited Liability Company is organized for the following purposes:

1. For the import and export of consumer goods, and
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - MEMBERS AND MANAGEMENT

The Limited Liability Company is to be managed by one manager and shall consist of two members.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company may admit additional members provided, however, that any such admission shall require the affirmative written consent of a majority of the membership interests of the Limited Liability Company, and further provided, however, that the existing members shall have a first right of refusal to purchase additional membership interests which are first being offered to third parties on the same terms and conditions as those made to such third party within five (50) days written notification to such member of the third party offer.

ARTICLE VII - MANAGEMENT AND VOTING

The business of the Limited Liability Company shall continue upon disassociation of any of its members, who shall conduct such business on behalf of the Limited Liability Company as is delegated to them by the members and the Limited Liability Company shall be operated by one or more managers, elected by the members, who shall conduct such business on behalf of the Limited Liability Company as is delegated to them by the members.

All members of the Limited Liability Company shall be entitled to vote on matters relating to the Limited Liability Company.

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member, the remaining members shall have the right to continue the business of this Limited Liability Company.

ARTICLE VIII - AMENDMENT

This Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

EXECUTION

IN WITNESS WHEREOF, the undersigned, in accordance with Section 608.408(3) of the Florida Statutes, hereby affirms under the penalty of perjury that the facts stated herein are true on this 25 day of June, 2003.


Jilly Stethem, Authorized Representative

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE
OF
IMFLEXCO PARTNERS, LTD. CO.**

Pursuant to the provisions of Section 608.415 or 608.507 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida:

NAME

The name of the Limited Liability Company is:

IMFLEXCO PARTNERS, LTD. CO.

REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent are:

Jill Stethem
604 S.W. 20th Terrace
Cape Coral, Florida 33991

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

DATED: June 25, 2003.



Jill Stethem, Registered Agent