

L03 000034186

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200022632162

09/08/03--01073--019 \*\*125.00

CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

03 SEP - 8 PM 12:12

FILED

*9/10  
cust*

*Emerald Coast Title Services, L.C.*

Post Office Box 425  
750 Highway 98  
Destin, Florida 32540  
PHONE: (850) 650-0077  
FAX: (850) 650-0011

September 3, 2003

Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, FL 32314

RE: LRN & C, LLC.

Enclosed please find the Articles of Incorporation for the above referenced Corporation. Please file these Articles and return the documents to this office using the enclosed envelope. If you have any questions please call this office at the above referenced telephone number.

Sincerely,

Tammy Sowa

**FILED**  
03 SEP -8 PM 12:12  
SECURITY DIVISION  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION OF LRN & C, LLC

The undersigned hereby 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 liabilities companies for profit. We further declare that the following articles shall be the charter and authority of the conduct of business of such limited liability company.

### ARTICLE I

#### NAME

The name of the limited liability company shall be LRN & C, LLC, and its principal place of business and for mailing shall be 12 Country Club Drive, Destin, Florida 32541, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

### ARTICLE II

#### PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To Engage in Ownership and leasing of real property..
2. To engage in any other activity or business authorized under the Florida Statutes.

FILED  
03 SEP -8 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLES III

#### MEMBERS, MEMBERSHIP INTERESTS AND CAPITAL CONTRIBUTIONS

The members, membership interests and capital contributions shall be, as follows:

<u>Member</u>	<u>Membership Interest</u>	<u>Capital Contributions</u>
LaDonna Nick	100%	\$ 1,500.00

Additional contributions may be made as required, as determined by a fifty-one percent (51%) vote of membership interests.

### ARTICLE IV

#### PROFITS AND LOSSES

(a) **Sharing of Profits.** 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 distributed share of the profits specified in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

(b) **Losses.** All losses that occur in the operation of the limited liability company business and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

### ARTICLE V

FILED  
03 SEP -8 PM 12:12  
TALLAHASSEE, FLORIDA

## **LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, 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 (and the regulations of the limited liability company) may be amended from time to time by a fifty-one percent (51%) vote of the membership interest of the limited liability company.

## **ARTICLE VI**

### **DURATION**

This limited liability company shall exist until twenty (20) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided in the regulations adopted by the members.

## **ARTICLE VII**

### **PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at 12 Country Club Drive, Destin, FL 32541

## **ARTICLE VIII**

### **MANAGEMENT**

A. This limited liability company shall be managed by the managing member; however, all of the following shall require a fifty-one percent (51%) vote from the members:

- a. assigning property to creditors or other assignees;
- b. confessing a judgement;
- c. submitting a claim to arbitration;

FILED  
03 SEP -8 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- d. executing and delivering any debt instruments;
- e. conveying real or personal property of LRN & C, LLC;
- f. pledging a member's membership interests to individuals or entities outside of LRN & C, LLC;
- g. disposing of the goodwill of the company.

The name and address of the initial member, who shall serve as manager until the first annual meeting of members, or until his/her successor is elected and qualifies, is as follows:

LaDonna Nick, 12 Country Club Drive, Destin, FL 32541

#### **ARTICLE IX**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 36246 Emerald Coast Parkway, City of Destin, County of Okaloosa, State of Florida, and the name of its initial registered agent at such address is LaDonna Nick.

#### **ARTICLE X**

##### **RESTRICTION ON MEMBERSHIP**

Members shall have the right to admit new members by a fifty-one percent (51%) vote of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member interests in the limited liability company may not be sold or otherwise transferred except with a fifty-one percent (51%) vote of the then existing members.

Upon 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

**FILED**  
03 SEP -8 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the business upon a fifty-one percent (51%) vote of the remaining members.

The undersigned being an original member of the limited liability company,  
hereby certifies that the foregoing constitute the Articles of Organization for LRN & C, LLC

Executed by the undersigned on the \_\_\_\_ of September, 2003.

LaDonna Nick  
LaDonna Nick

STATE OF: Florida  
COUNTY OF: Okaloosa

Before me, the undersigned authority, personally appeared LaDonna Nick, who is  
personally known to me being first duly sworn, states that he executed the foregoing instrument  
voluntarily and for the purposes therein stated this 3<sup>rd</sup> day of September, 2003.

Shirley R. Brady  
Notary Public



My Commission Expires

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability  
company at the place designated in these Articles, I hereby agree to act in this capacity, and  
further agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

Dated this 3<sup>rd</sup> day of September, 2003.

LaDonna Nick  
LaDonna Nick

FILED  
08 SEP - 8 PM 12:12  
CLERK OF COURT  
JAILANASSEE, FLORIDA