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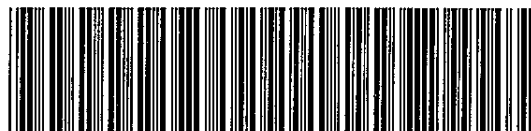
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*Aviles-Yaeger Law Office, LLC*  
Attorney and Counselor At Law

639 Carnation Drive  
Winter Park, Florida 32792

Telephone (407) 677-6900  
Facsimile (407) 679-0348

September 22, 2003

EFFECTIVE DATE  
10-2-03

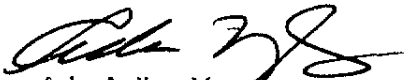
Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find the articles of organization for OUT OF THE BOX  
CONSULTING, LLC and check number 1097 for \$125.00.

If you have any questions, please call me.

Respectfully,

  
Ada Aviles-Yaeger  
Attorney At Law

Encl.

Pc: Client file

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 2, 2003

AVILES-YAEGER LAW OFFICE, LLC  
639 CARNATION DRIVE  
WINTER PARK, FL 32792

SUBJECT: OUT OF THE BOX CONSULTING, LLC  
Ref. Number: W03000028367

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for OUT OF THE BOX CONSULTING, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on . Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 903A00054216

**ARTICLES OF ORGANIZATION  
OF  
OUT OF THE BOX CONSULTING, 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:

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TALLAHASSEE, FLORIDA

**ARTICLE I  
OFFICE AND MAILING ADDRESS**

**EFFECTIVE DATE**  
10-2-03

The principal office of Out Of The Box Consulting , LLC. (hereinafter referred to as "Company") in the State of Florida will be located at 8459 Foxworth Circle, Orlando, Florida 32819. The mailing address is 8459 Foxworth Circle, Orlando, Florida 32819. The Company may have other offices within the state of Florida, as the Member(s) may designate or as the business of the Company may require. The registered office of the Company required by the Florida Limited Liability Act to be maintained in the state of Florida may be, but need not be, identical with the principal office, and may be changed from time to time by the Member.

**ARTICLE II  
PURPOSE**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and do any lawful act concerning the consulting of retail, product development, merchant selection, financial planning and assortment planning. 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 property, and do all other acts incident and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company.

**ARTICLE III  
DURATION OF THE COMPANY**

The Company will commence on October 2, 2003 and will continue for a perpetual term unless terminated by the Member(s).

**ARTICLE IV  
CAPITAL CONTRIBUTIONS**

The undersigned owner (hereinafter individually referred to as "Member" agrees to pay all pre-formation capital contributions. In addition, the undersigned agrees to make any post-formation capital contributions required. The Member owns an undivided interest in the business and company as follows:

**BONNIE J. ANGEL**

**100%**

**ARTICLE V  
REGISTERED AGENT AND OFFICE**

The address of the initial Registered Office of the Company is 8459 Foxworth Circle, Orlando, FL 32819 and the name of the initial Registered Agent is Bonnie J. Angel.

**ARTICLE VI  
MANAGEMENT**

Managing Member. Bonnie J. Angel will serve as member-manager ("Manager") from the effective date of this Agreement.

**ARTICLE VII  
BANKING AND INSURANCE**

Banking. All funds of the Company will be deposited in its name in the checking account or accounts as shall be designated by the Manager. All withdrawals are to be made on checks which must be signed by the Manager or designated authorized signatories on the Company's bank account.

Insurance. During the course of the term for which this Company is formed, the Company will carry liability insurance in amounts deemed appropriate by the Manager.

**ARTICLE VIII  
DISSOCIATION OF A MEMBER**

Dissociation. A person shall cease to be a Member upon the happening of any of the following events:

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SECRETARY OF STATE

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- 1.1 the retirement of a Member;
- 1.2 the Withdrawal of a Member;
- 1.3 the Member ceasing to be eligible to be a Member of the Company;
- 1.4 the Member becoming a Bankrupt Member

## **ARTICLE IX DISSOLUTION AND WINDING UP**

A. Dissolution. The Company may be dissolved at any time by agreement of a majority of its Members and its affairs wound up in which event the Members will proceed with reasonable promptness to liquidate the Company.

B. Effects of Assets on Dissolution. Upon dissolution, the Company shall cease but the Company is not terminated, instead it continues until the winding up of the affairs of the Company is completed and the Certificate of Dissolution has been issued by the Secretary of State. The assets of the Company will be distributed in the following order:

1. To pay or provide for the payment of all Company liabilities to creditors other than the Member, and liquidating expenses and obligations;
2. To pay debts owing to Member other than for capital and profits;
3. To pay debts owing to Member in respect to capital; and
4. To pay debts owing to Member in respect to profits.

C. Winding Up and Certificate of Dissolution. The winding up of a limited liability company shall be completed when all debts, liabilities, and obligations of the limited liability company have been paid and discharged or reasonably adequate provisions therefor has been made, and all of the remaining property and assets of the limited liability company have been distributed to the members. Upon completion of winding up the Company, a certificate of dissolution shall be delivered to the Secretary of State for filing. The certificate of dissolution shall set forth the information required by the Act.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE X**  
**AMENDMENT OF ARTICLES OF ORGANIZATION**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

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.

**ARTICLE XI**  
**BOOKS AND RECORDS**

Section A. Books and Records. The Company books will be maintained at the office of Out Of The Box Consulting, LLC.

Section B. Fiscal Year. The books will be kept on a calendar year basis, and will be closed and balanced at the end of each calendar year, ending on the last day of December.

Section C. Taxes Returns. The Company's tax returns will be prepared by a C.P.A. or qualified individual and distribute to Member(s) within 30 to 90 days after year end (calendar year basis).

Section D. Accounting Method. The Companies books shall be kept on a cash basis and in accordance with reasonable accounting principles consistently applied.

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TALMADGE, FLORIDA

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**STATE OF FLORIDA  
COUNTY OF ORANGE**

IN WITNESS WHEREOF, the party below sign, seals and delivers this 24<sup>th</sup> day of September 2003.

A524-070-47-592-0  
Florida DL Number

Bonnie J. Angel  
Bonnie J. Angel - Member/Manager

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of September, 2003

Jodie Barbosa  
Notary Name and Seal



Document Prepared by: Aviles-Yaeger Law Office, LLC  
Ada Aviles-Yaeger  
Attorney At Law  
Florida Bar No. 0602061  
639 Carnation Drive  
Winter Park, Florida 32792  
(407) 677-6900  
(407) 679-0348 fax

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