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IRBY G. PUGH, P.A.
Attorney at Law

Irby G. Pugh, Esquire

218 Annie Street
Orlando, Florida 32806
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November 21, 2003

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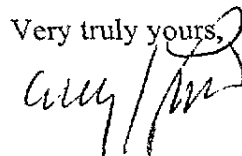
RE: Formation of BARRY FAIL, LLC

Dear Sir or Madam:

Enclosed herein please find a check in the amount of \$125.00. This check represents payment of the filing fee and registered agent fee for the Articles of Organization of "Barry Fail, LLC". Also enclosed is the original and one (1) copy of the Articles of Organization and the original and one (1) copy of the Statement Designating Registered Agent and Officer for Barry Fail, LLC.

Thanking you in advance for your prompt attention and cooperation in this matter. If you should have any questions concerning this matter, please contact my office.

Very truly yours,



IRBY G. PUGH

IGP/ram
Enclosures
xc: Barry Fail, LLC

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ARTICLES OF ORGANIZATION OF BARRY FAIL, LLC

The undersigned submits the Articles of Organization of Barry Fail, LLC for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Barry Fail, LLC, and its principal business office shall be located at 5315 Shoreline Circle, Sanford, Florida 32771 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address is the same as the principle address.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the business or businesses which the limited liability company is authorized to transact shall be any lawful business or activity.

ARTICLE 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 in the Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

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.

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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 purchase that member's interest in the limited liability company at a value established by the limited liability company's Certified Public Accountant and to continue the business on unanimous consent of the remaining members.

ARTICLE V

DURATION

The limited liability company shall exist until dissolved in a manner provided by law or as provided in the Operating Agreement adopted by the members.

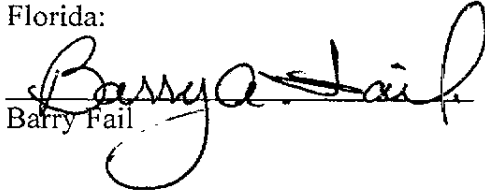
ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 53 Shoreline Circle, City of Sanford, County of Seminole, State of Florida, and the name of the company's initial registered agent at that address is Barry Fail.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of Barry Fail, LLC.

Executed by the undersigned at City of Orlando, County of Orange, State of Florida:


Barry Fail

11/21/03
Date

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICER FOR
BARRY FAIL, LLC

STATE OF FLORIDA
COUNTY OF ORANGE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Barry Fail, LLC.

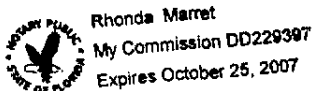
The name of the registered agent for Barry Fail, LLC is Barry Fail and the street address of the registered office where the registered agent has his business office is 5315 Shoreline Circle, Sanford, Florida 32771.

This statement is to acknowledge that, as indicated above, Barry Fail, LLC has appointed me, Barry Fail, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated 11-21-03

Barry Fail
Barry Fail

The foregoing instrument was acknowledged before me this the day of November, 2003 by Barry Fail, agent on behalf of Barry Fail, LLC, a Florida Limited Liability Company, who is personally known to me or produced as identification.



Rhonda Marret
Notary Public
Print Name: Rhonda Marret
My Commission No.: DD229397

(Stamp)

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