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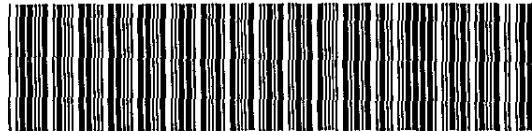
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PIERCE J. GUARD, JR., P.A.

Attorneys at Law
908 East Parker Street
Lakeland, Florida 33801

Pierce J. Guard, Jr.

Telephone (863) 802-3723
Facsimile (863) 802-5494

December 23, 2003

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

Dear Sir or Madame:

Please find enclosed the appropriate filing fee and the original Articles of Organization of Happy Day School, L.L.C. to be filed. Once filed please forward a certified copy of the filing to this office. Thank you.

Very truly yours,
Pierce J. Guard, Jr., P.A.

Dictated but not signed to
avoid delay.

Pierce J. Guard, Jr., Esq.

Enclosure:

PJGJr/djq

**ARTICLES OF ORGANIZATION
OF
HAPPY DAYS SCHOOL, L.L.C.**

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 liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

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**ARTICLE I
NAME**

The name of the limited liability company shall be **HAPPY DAYS SCHOOL, L.L.C.**, and its principal place of business shall be 926 South Tennessee Avenue, Lakeland, Polk County, Florida 33803, 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 any activity or business authorized under the Florida Statutes.
2. In general, 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 herein set forth to the same extent as a natural person might or could do.
3. 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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. 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 herein set forth, 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.
7. The several clauses contained in this statement of the general nature of the business or businesses to be 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.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercises any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand and no/100 Dollars (\$1,000.00) cash shall be paid to the limited liability company by the two members in the following percentages:

Denise K. Rogers	20%
Thomas W. Rogers, Jr.	80%

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in the percentages described above.

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 distributive share of the profits specified as follows:

Denise K. Rogers	20%
Thomas W. Rogers, Jr.	80%

The distributive share of the profits shall be determined and paid to the members within 60 days after the closing of the limited liability company's designated tax 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 such sources are insufficient to such losses, by the members in the same percentages as such members share or divide the profits of the limited liability company.

ARTICLE V LIMITED LIABILITY COMPANY 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 regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as 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 926 South Tennessee Avenue, Lakeland, Polk County, Florida 33803.

**ARTICLE VIII
MANAGEMENT**

This limited liability company is manager managed. The manager is Denise K. Rogers. There is one member, Thomas W. Rogers, Jr.. The manager can be removed by the members as can members be added.

Name	Address
Denise K. Rogers	2730 Saddle Creek Road Lakeland, FL 33801
Thomas W. Rogers, Jr.	2730 Saddle Creek Road Lakeland, FL 33801

**ARTICLE IX
COMMENCEMENT OF EXISTENCE**

The corporation shall deemed commenced upon the filing of these Articles with the office of the Secretary of State of the State of Florida.

**ARTICLE X
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 926 South Tennessee Avenue, Lakeland, Polk County, Florida 33803, and the name of its initial registered agent at such address is Denise K. Rogers.

**ARTICLE XI
RESTRICTIONS ON MEMBERSHIP**

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.

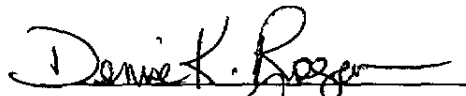
A member's interest in the limited liability company may not be sold or otherwise

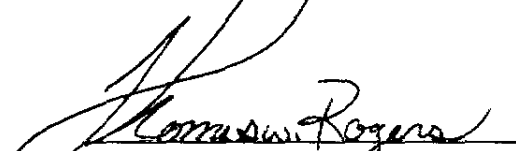
transferred except with the unanimous written consent of all members.

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 the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Happy Days School, L.L.C.

Executed by the undersigned at Lakeland, Polk County, Florida on December ____, 2003.


Denise K. Rogers
Member


Thomas W. Rogers, Jr.
Member

STATE OF FLORIDA)
)
COUNTY OF POLK) ss

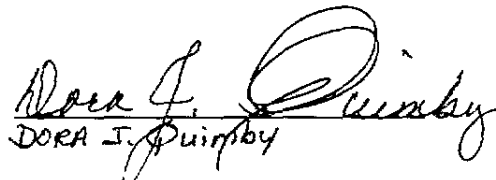
BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, Denise K. Rogers and Thomas W. Rogers, Jr., personally known to me, or presented a valid Florida Drivers License, ^{Denise Rogers} R262-171-70-627-0 and ^{Thomas W. Rogers, Jr.} R262-839-19-374-0 the persons described as the Members in the foregoing Articles of Organization, and they acknowledged before me that he executed said Articles of Organization.

WITNESS my hand and official seal at Lakeland, Polk County, Florida, this 23rd day of December, 2003.

(Notary Seal)



Dora J. Quimby
Commission #DD204200
Expires: Apr 16, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


DORA J. Quimby
Page -5-

Notary Public, State of Florida

My Commission Expires: 4/16/2007

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608 Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: **HAPPY DAYS SCHOOL, L.L.C.**
2. The name and address of the registered agent and office is: **Denise K. Rogers,**
926 South Tennessee Avenue, Lakeland, FL 33803

SIGNATURE

Denise K. Rogers

TITLE Managing Member

DATE

12/23/03

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Denise K. Rogers

DATE

12/23/03