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1-5-2004

01/08/04--01037--017 **155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN -8 PM 2:50

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1/12/04
[Signature]

WILLIAM L. THOMPSON, JR., P.A.
ATTORNEY AT LAW

1590 ISLAND LANE, SUITE 26
ORANGE PARK, FLORIDA 32003

TELEPHONE: (904) 269-4841
TELEFAX: (904) 269-9303
ELECTRONIC MAIL:
wlt.law@att.net

January 7, 2004

VIA UPS NEXT DAY AIR

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Carmen's Flower Garden, LLC**

I have enclosed for filing the ARTICLES OF ORGANIZATION of Carmen's Flower Garden, LLC. Please return a certified copy of the Articles to this office. I also have enclosed my firm check in the amount of \$155.00 representing the filing fee and the cost of a certified copy.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,



William L. Thompson, Jr.

WLT/cbm

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CARMEN'S FLOWER GARDEN, LLC**

EFFECTIVE DATE

1-5-2004

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be "Carmen's Flower Garden, LLC" (the "Company").

ARTICLE II

DURATION

The Company shall commence its existence on January 5, 2004. The Company's existence shall terminate on January 5, 2060, unless the Company is earlier dissolved as provided in this Articles of Organization.

ARTICLE III

PURPOSES AND POWERS

The purpose for which the Company is organized is to operate a retail flower shop and to transact any and all lawful business for which a corporation may be organized under the laws of the State of Florida. The Company shall not commingle its assets with those of any other entity.

ARTICLE IV

PRINCIPAL OFFICE

The mailing and street address of the principal office of the Company is 501 Bay Street, Green Cove Springs, FL 32043.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The address of the registered office of the Company in the State of Florida is 428 Walnut Street, Green Cove Springs, FL 32043. The name of the registered agent of the Company at such address is Stephen J. DuVal.

ARTICLE VI

CAPITAL CONTRIBUTIONS

The capital contributions of a member of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. A promise by a member to contribute to the capital of the Company shall not be enforceable unless it is set out in writing and signed by the member. The obligation of a member of the Company to make a contribution may be compromised only by the written consent of all other members of the Company. The Operating Agreement of the Company may provide that the interest of any member of the Company who fails to make any contribution the member is obligated to make shall be subject to specified penalties for, or specified consequences of, such failure.

ARTICLE VII

CONTINUATION OF BUSINESS

The members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of a member in the Company upon the written consent of a majority in interest of remaining members. The Operating Agreement of the Company may provide for the automatic transfer to another member of a member's interest in the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of such member or the occurrence of any other event that terminates the continued membership of such member in the Company; and, upon such transfer, the transferee of such member's interest in the Company may constitute a member for purposes of determining the interest of the members of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members and set forth in the Operating Agreement of the Company. A member may transfer his, her or its interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX

MANAGEMENT

The Company shall be managed by a manager. Any third party can rely on the authority of the manager to act on behalf of the Company without limitation unless such third party has actual knowledge to the contrary. The Operating Agreement may contain any provisions for the operations and management of the affairs of the Company not inconsistent with law or this Articles of Organization. The name and address of the manager of the Company are:

Name

Address

Carmen L. Wulf

501 Bay Street
Green Cove Springs, FL 32043

ARTICLE X

MEMBER LIABILITY

Members shall not be personally liable for the debts, obligations, or liabilities of the Company.

ARTICLE XI

OPERATING AGREEMENT

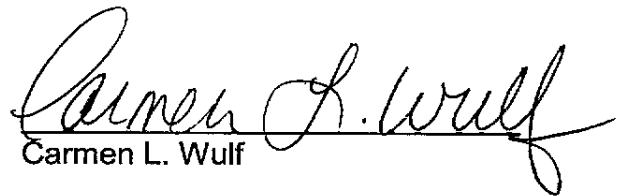
The members of the Company shall adopt an Operating Agreement for the operation of the Company and define the rights and obligations of the members of the Company. The Operating Agreement shall be adopted by all then existing members of the Company, and all subsequent members of the Company shall be bound by and subject to the Operating Agreement. The Operating Agreement may be amended by a written agreement executed by a majority of the members of the Company, as set forth in the Operating Agreement.

ARTICLE XII

AMENDMENT

The members of the Company shall amend this Articles of Organization when there is a change in the name of the Company, there is a false or erroneous statement herein, there is a change in the time as stated in the Articles of Organization for the dissolution of the Company or the members desire to make a change in any other statement in this Articles of Organization in order for it to accurately represent the agreement between the members. If the Articles of Organization are amended to accurately represent the agreement between members, such amendment shall be adopted by a majority of the membership interest of the members of the Company based upon each member's pro rata share of profits and losses of the Company. The execution of an amendment to these Articles of Organization by the members of the Company shall be conclusive evidence that the amendment has been properly authorized by the members.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization of Carmen's Flower Garden, LLC, for the foregoing uses and purposes this 7th day of January, 2004.



Carmen L. Wulf

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 7th day of January, 2004, by Carmen L. Wulf, Member of Carmen's Flower Garden, LLC, and as organizer of the above-named limited liability company. She [☒] is personally known to me or [☐] has produced _____ as identification.

NOTARY PUBLIC:


Print Name:
MARSHA M. FIELDS



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
CARMEN'S FLOWER GARDEN, LLC**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Carmen's Flower Garden, LLC, a limited liability company organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 428 Walnut Street, Green Cove Springs, FL 32043.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Green Cove Springs, Clay County, Florida, on this 7th day of January, 2004.



Stephen J. DuVal
Registered Agent

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