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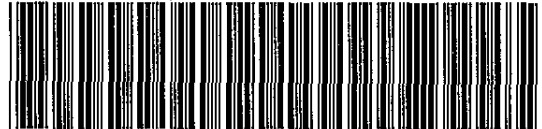
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: A. Henderson Painting Co., L.C.
(Name of Limited Liability Company)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas J. Brown, Esq.
(Name of Person)

BROWN & BROWN
Attorneys at Law, P.A.
1102 East Tennessee Street
Tallahassee, Florida 32308

(Address)

(City/State and Zip Code)

For further information concerning this matter, please call: Would like to pick up Charter upon filing.

Thomas J. Brown, Esq. at (850) 224-2800
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION
OF
A. HENDERSON PAINTING Co., L.C.

FILED
JAN 12 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

The undersigned member, ANDRE' J. HENDERSON, for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended, (F.S.A. Sections 608.401 - 608.514) hereby make, acknowledge, adopt and file the following Articles of Organization For a Florida Limited Liability Company.

ARTICLE ONE
Company Name

The name of this Limited Liability Company shall be **A. HENDERSON PAINTING Co., L.C.**

ARTICLE TWO
Term of Existence

The period of duration for the Limited Liability Company shall be for Seventy-Five (75) years.

ARTICLE THREE
Purposes and Powers

The general purpose for which the Limited Liability Company is organized is to purchase, lease, or otherwise to own trucks, trailers, and any other equipment and real estate for the limited liability company to engage in, conduct and carry on any trade or business in general construction, including but not limited to, painting, carpentry and any other general construction activity, and to engage in, conduct or carry on any trade or business in building and construction which requires a license or certification so long as one member is licensed in such area of construction and certifies the Company to engage in such construction business or activity. To carry on or engage in the general purpose(s) set forth hereinabove, this Limited Liability Company is organized to own,

operate, maintain, hold and use, purchase, construct, establish, lease, or otherwise acquire, mortgage, create security interests in, and sell, or otherwise dispose of or deal with any real estate, trucks, equipment, storage facilities, machine and repair shops, freight, stock and repair yards; and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Limited Liability Company shall have all the powers granted to a limited liability company under the laws of the State of Florida subject to any modifications and limitations as set forth in these Articles of Organization or the Regulations and/or Operating Agreement duly adopted by the Limited Liability Company and permitted by the laws of the State of Florida.

ARTICLE FOUR

Mailing Address and Address of Principal Office

The street address of the initial principal office of the Liability Company is 269 White Oak Drive, Tallahassee, Florida 32310.

ARTICLE FIVE

Registered Office and Agent

The name and street address of the registered agent of the Limited Liability Company in the State of Florida is THOMAS J. BROWN, ESQ., Brown and Brown Attorneys at Law, P.A., 1102 East Tennessee Street, Tallahassee, Florida 32308-6912.

ARTICLE SIX

Capital Contributions

The member(s) of the Limited Liability Company shall contribute to the capital of the Limited Liability Company cash, property or services as determined by the membership from time to time.

ARTICLE SEVEN

Additional Capital Contributions

Each member shall make additional capital contributions to the Limited Liability Company at such times and in such amounts as may be provided for in the Regulations and/or Operating Agreement adopted by the members of the Limited Liability Company or, in lieu, thereof, only upon the unanimous consent of all the members.

ARTICLE EIGHT

Management

The Limited Liability Company shall be managed by a General Manager in accordance with the Regulations and/or Operating Agreement adopted for the management of the business and affairs of the Limited Liability Company. Additional managers may be appointed or elected pursuant to the Regulations and/or Operating Agreement of the Limited Liability Company. All managers shall be members of the Limited Liability Company. The General Manager shall be the executive manager and shall have the power to bind the Limited Liability Company and his execution of any and all legal documents, as General Manager, shall be sufficient to bind the Limited Liability Company.

Upon admission of two or more members of the Limited Liability Company, the managers of the Limited Liability Company shall be elected annually by a majority vote of the members of the Limited Liability Company. The managers shall be elected and installed in accordance with the Regulations and/or Operating Agreement of the Limited Liability Company. Each member of the Limited Liability Company shall be allowed to nominate himself or herself or another member for each of the manager positions. Each member's vote for each election of a manager shall equal his or her interest (the percentage of ownership) that he or she owns in the Limited Liability Company.

The name and address of the initial General Manager who shall serve as manager until his successor is elected is, as follows:

<u>NAME/TITLE</u>	<u>ADDRESS</u>
1. Andre' J. Henderson, General Manager	1630 Balkin Road, Lot #109 Tallahassee, Florida 32310

ARTICLE NINE
Admission of Additional Members
(Transferability of Interests)

No additional members shall be admitted to the Limited Liability Company after the date of the Organizational Meeting except with the unanimous written consent of all the member(s) of the Limited Liability Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Limited Liability Company as set forth in the Regulations and Operating Agreement of the Limited Liability Company, but the transferee shall have no right to participate in the management of the business and affairs of the Limited Liability Company or become a member unless all the other members of the Limited Liability Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. Notwithstanding the foregoing, the members may by the written consent of all of the members of the Limited Liability Company change the terms and conditions for the admission of additional members in the Regulations and Operating Agreement for the Limited Liability Company.

ARTICLE TEN
Members Rights to Continue Business

The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Limited Liability Company,

unless the business of the Limited Liability Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

Notwithstanding the foregoing, the members may change the terms and conditions for the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company in the Regulations and Operating Agreement for the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this

9th day of January, 2004



ANDRE' J. HENDERSON, MEMBER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR CHAPTER 608, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

A. HENDERSON PAINTING CO., L.C.

2. The name and address of the registered agent and office is:

**THOMAS J. BROWN, ESQ.
BROWN AND BROWN
ATTORNEYS AT LAW, P.A.
1102 East Tennessee Street
Tallahassee, Florida 32308-6912**

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 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.


THOMAS J. BROWN, ESQ.

DATE: Jan. 9, 2004

Prepared by:

Thomas J. Brown, Esq.
BROWN AND BROWN
ATTORNEYS AT LAW, P.A.
1102 East Tennessee Street
Tallahassee, Florida 32308-6912
(850) 224-2800