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From: Account Name : CARPENTER & BROWN, P.A.
Account Number : I20040000021
Phone : (954)771-1850
Fax Number : (954)491-3689

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LIMITED LIABILITY COMPANY

DEVCO AIR & HEAT, LLC, A LIMITED LIABILITY COMPANY

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**ARTICLES OF ORGANIZATION OF
DEVCO AIR & HEAT, LLC, A LIMITED LIABILITY COMPANY**

ARTICLE I

Name:

The name of the Limited Liability Company is:

DEVCO AIR & HEAT, LLC.

ARTICLE II

Mailing Address and Principal Office:

The mailing address and street address of the principal office of the Limited Liability Company is:

4360 NE 11th Avenue, Fort Lauderdale, FL 33334

ARTICLE III

Duration:

The period of duration for the Limited Liability Company shall be: **Perpetual.**

ARTICLE IV

Purpose and Powers

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- A. To engage in any activity or business authorized under the Florida Statutes.
- B. 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 set forth in these Articles to the same extent as a natural person might or could do.
- C. 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- D. 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, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- E. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as

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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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

F. 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 set forth in these Articles, 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.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted 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 contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE V

Management:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as the initial managers are:

William Devos, 4360 NE 11th Avenue, Fort Lauderdale, FL 33334.

He shall be the sole manager until such time, if ever, additional managers are elected in accordance with the operating agreement of the Limited Liability Company.

ARTICLE VI

Admission of Additional Members:

Members shall have the right to admit new members but only with unanimous consent of all existing members. 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 unanimous written consent of all members.

ARTICLE VII

Members Rights to Continue Business:

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, if any, shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE VIII

The Name and address of the Registered Agent

The name and Florida street address of the registered agent are:

William Devoe, 4360 NE 11th Avenue, Fort Lauderdale, FL 33334.

William H Devoe
William Devoe, Member

(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 and correct.)

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 as provided for in Chapter 608, Florida Statutes.

William H Devoe
William Devoe, Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Organization and Acceptance of Registered Agent was acknowledged before me on Jan 13, 2003, by William Devoe, who is personally known to me or who have produced a Florida Driver's License As identification.

Donna B. Keefe
NOTARY PUBLIC
Printed Name: DONNA B. KEEFE

My Commission Expires:



Donna B. Keefe
Commission # DD 025173
Expires June 24, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

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