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# Steven J. Richey, P.A.

Steven J. Richey Attorney & Counselor at Law

December 9, 2003

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, FL 32301

Re: STEVE DENNIS PAINTING, L.L.C.

Dear Sirs:

Enclosed herewith is an original and a duplicate copy of Articles of Organization for the above referenced corporation for your consideration and filing if same meets with your approval.

Also enclosed is a check in the amount of \$125.00 representing the filing fee and fee for a certified copy of the Articles. When filed, I would appreciate your furnishing me with a certified copy of the Articles of Organization.

Thank you for your assistance in this matter.

Sincerely,

DONNA D. RICHEY

Legal Assistant to STEVEN J. RICHEY

DDR/dmh Enclosures



# FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

December 17, 2003

STEVEN J. RICHEY, ESQUIRE P.O. BOX 492460 LEESBURG, FL 34749-2460

SUBJECT: STEVE DENNIS PAINTING, L.L.C.

Ref. Number: W03000038498

We have received your document for STEVE DENNIS PAINTING, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6918.

Letter Number: 703A00067648

Nanette Causseaux Document Specialist Supervisor



#### FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

January 16, 2004

STEVEN J. RICHEY, ESQUIRE P.O. BOX 492460 LEESBURG, FL 34749-2460

SUBJECT: STEVE DENNIS PAINTING, L.L.C.

Ref. Number: W03000038498

We have received your document for STEVE DENNIS PAINTING, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must contain the entity's complete mailing address.

Please delete "ARTICLE VI CAPITAL CONTRIBUTIONS". We are enclosing a copy of our form for future registrations.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6918.

Letter Number: 004A00003090

Nanette Causseaux Document Specialist Supervisor

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

#### **ARTICLES OF ORGANIZATION**

#### OF

# STEVE DENNIS PAINTING, L.L.C.

The undersigned 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 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 Steve Dennis Painting, L.L.C., and Mailing Address
its principal office shall be located at 308 South 12<sup>th</sup> Street in the City of Leesburg, County of Lake, State of Florida, 34731, but it shall have the power and authority to establish branch office at any other place or places as the members may designate.

#### ARTICLE II

# **PURPOSES 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:

- 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 set forth in these Articles 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 these 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, 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 in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, stregthen, 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.

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 set forth in these Articles either alone or in association with other 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 law, lawfully carry on, exercise, or do.

#### **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 regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### **ARTICLE IV**

#### MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is STEVE DENNIS, 308 South 12th Street, Leesburg, Florida 34748.

#### **ARTICLE V**

#### MEMBERSHIP RESTRICTIONS

Member 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 unanimous written consent of majority 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 continue the business on unanimous consent of the remaining members.

#### **ARTICLE VII**

# **PROFITS AND LOSSES**

- 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 an equal distributive share of the profits or to the distributive share of the profits specified as follows: \_\_\_\_\_\_ (set \_\_\_\_\_\_ forth percentages alongside name of each member)]. The distributive share of the profits shall be determined and paid to the members \_\_\_\_\_\_\_ each year on the anniversary date of the commencement of the business of the limited liability company, the month and day of the commencement date being \( \text{Yendow} \frac{\frac{1}{2003}}{2003} \).
- (b) <u>Losses</u>. 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 these sources are insufficient to cover such losses, by the member in

[equal shares or the following shares:	set forth
nercentages alongside name of each member)]	

#### **ARTICLE VIII**

#### **DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

# **ARTICLE IX**

# INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability is STEVE DENNIS PAINTING, L.L.C., 308 South 12<sup>th</sup> Street, City of Leesburg, County of Lake, State of Florida, with a mailing address of 308 South 12<sup>th</sup> Street, City of Leesburg, County of Lake, State of Florida, and the name of the company's initial registered agent at that address is Steve Dennis, 308 South 12<sup>th</sup> Street, Leesburg, Florida 34748.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Article of Organization of STEVE DENNIS PAINTING, L.L.C.

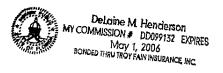
Executed by the undersigned at 601 South Ninth Street, Leesburg, Florida on day of December, 2003.

Namè: Steve Dennis

Sworn to and subscribed before me on this 4 day of December, 2003, by STEVE DENNIS, who is personally known to me (yes/no) or produced FL DL as identification.

Notary Public. Print Name: My Commission Expires:

(Seal)



DIVISION OF CORPORATIONS