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**LLC Filing Letter**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Date: February 18, 2004

LLC Filings Office:

I enclose an original and 2 copies of the proposed Articles of Organization of JARAKOE HOLDING GROUP LLC, a proposed domestic limited liability company.

Please file the Articles of Organization and return a certificate of formation, file-stamped copy of the original document or other receipt, acknowledgment or proof of filing to me at the address shown below my signature.

Payment for the required fees is enclosed as follows:

\$ 100.00 for filing of Articles  
\$ 25.00 for Designation of Registered Agent (included in Articles)  
\$ 30.00 to receive a certified copy of your Articles from the LLC filing office  
~~\$ 5.00~~ for a Certificate of Status certifying that your LLC is an active Florida LLC as of its filing date  
\$ 160.00 Total

Sincerely,



James Bonello  
12334 Lake Valley Drive  
Clermont, Florida 34711  
Telephone: 352-243-7280

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# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

The undersigned authorized representative, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits, and files with the Florida Department of State, these Articles of Organization.

## Article I - Name

The name of the Limited Liability Company created hereby ("the Company") is: **JARAKOE HOLDING GROUP, LLC**

## Article II- Purpose

The Company's purpose shall be to engage in any lawful business activity. The Company shall have the same powers as an individual to do all the things necessary to carry out its business affairs, including without limitation, all powers permitted by the Florida Limited Liability Company Act, and power to:

- a) Sue and be sued, and defend its name
- b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real personal property, or any legal or equitable interest in property, whenever located.
- c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any entity.
- e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns directly or indirectly, a majority of the outstanding membership interests of the of the contracting limited liability company; or a corporation the majority of the stock which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.
- f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as a security for repayment.
- g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

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h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

### **Article III - Address**

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

12334 Lake Valley Drive

Clermont, Florida 34711

### **Article IV- Duration**

The existence of the Company shall commence on February 18, 2004 and shall thereafter be perpetual unless dissolution or conversion occurs according to law.

### **Article V- Management**

The company shall be managed by its members.

### **Article VI- Membership Units**

The total number of membership units authorized to be issued by the Company shall be 10,000 units. Each of the said units entitle the holder thereof to one (1) vote at any meeting of the member. All or any part of said units may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Managers of the Company at a meeting called for such purposes. All membership units then issued shall be paid for and shall be nonassessable. The Company elects to have preemptive rights governed in accordance with Section 6007.0630 of the Florida Statutes.

### **Article VII- Ownership**

The initial members of the Company and their ownership interest therein shall be as set forth in the Operating Agreement of the Company.

### **Article VIII- Admission of Additional Members**

Additional members may be admitted to the Company in accordance with the terms and provisions of the Operating Agreement of the Company.

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**Article IX - Registered Office and Agent**

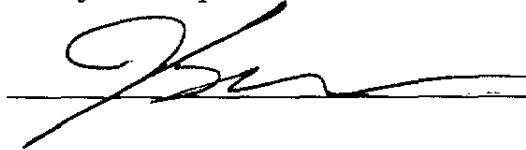
The address of the initial registered office of the Company in the State of Florida is 12334 Lake Valley Drive, Clermont, Florida 34711 and the name of the registered agent at such address is James Bonello.

**In Witness Whereof**, the undersigned authorized representative has executed the Articles of Organization, and hereby acknowledges that the facts stated herein are true.



James F. Bonello

*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, F.S.*



James F. Bonello

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