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LAW OFFICES  
**DULMER & TRACY**  
CHARTERED

JOHN J. DULMER, JR.  
DENNIS J. TRACY

TELEPHONE  
(941) 485-7761  
TELECOPY  
(941) 488-2482

February 18, 2004

Corporate Records Bureau  
Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: Charlie And Sons, L.L.C.

Dear Sir/Madam:

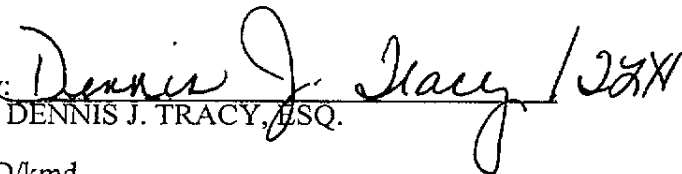
Enclosed herewith please find an original and one copy of the Articles of Organization and Certificate of Resident Agent in connection with the above referenced matter. In addition, please find our firm's check in the amount of \$155.00 representing filing fees, registered agent fee and certified copy of record. Kindly return a certified copy of the Articles to this office.

Should you have any questions, please feel free to contact the undersigned. Thank you for your kind courtesies and prompt attention to this matter.

Very truly yours,

DULMER & TRACY, CHARTERED

By:

  
DENNIS J. TRACY, ESQ.

JJD/kmd

ARTICLES OF ORGANIZATION  
OF  
CHARLIE AND SONS, L.L.C.

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04 FEB 20 AM 10:33  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be CHARLIE AND SONS, L.L.C. ("Company"). The principal place and mailing address of business of the Company in Florida shall be 3195 East Venice Avenue, Venice, Florida 34292.

**ARTICLE II**

**DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual.

**ARTICLE III**

**PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a Limited Liability Company may be organized under the law of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida

is Charles A. Jerla, Jr., 3195 East Venice Avenue, Venice, Florida 34292.

## **ARTICLE V**

### **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. A member may transfer his or her interest in the Company as set forth in the regulations 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 or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE VI**

### **TERMINATION OF EXISTENCE**

The 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 which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

## **ARTICLE VII**

### **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. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law of these Articles or Organization. The name and address of the initial manager of the Company is: Charles A. Jerla, Jr., 3195 East Venice Avenue, Venice, Florida 34292.


IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Venice, Florida, for the foregoing uses and purposes this 17<sup>th</sup> day of February, 2004.

  
CHARLES A. JERLA, JR.

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, personally appeared CHARLES A. JERLA, JR. known to me to be the member of the above limited liability company or who has produced N/A as identification and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law and they made the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 17<sup>th</sup> day of February, 2004.

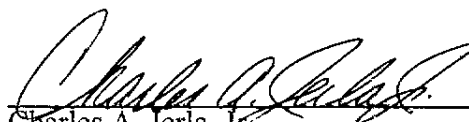
  
Notary Public, State of Florida  
Print Name TERESA L. HARVEY  
My Commission Expires:



Teresa L. Harvey  
My Commission DD251378  
Expires December 30, 2007

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of CHARLIE AND SONS, L.L.C., as the Registered Agent of said Limited Liability Company, hereby consents to the appointment of the undersigned as Registered Agent of the Company.

  
Charles A. Jerla, Jr.  
Registered Agent