

Mar-22-04 05:39pm From: BARNES WALKER

(941) 741-8225

03/23/04 F-80

**L04 0000 22105**

Florida Department of State  
Division of Corporations  
Business Services Bureau

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LIMITED LIABILITY COMPANY

Art-Haus Designs, LLC

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**L04-22105**  
**OR**  
**EFFECTIVE DATE**  
**3-24-04**

**ARTICLES OF ORGANIZATION  
OF  
ART-HAUS DESIGNS, LLC**

**ARTICLE I  
Name**

The name of the limited liability company ("Company") is ART-HAUS DESIGNS, LLC.

**ARTICLE II  
Address**

The mailing and street address of the Company's principal office is Post Office Box 2075, Anna Maria, Florida 34216.

**ARTICLE III  
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV  
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is VICTOR G. SANTIAGO, ESQ. The address of the Company's registered office in Florida is c/o Barnes Walker, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V  
Management**

A. The Company is to be managed by Managers who will generally serve from annual meeting to annual meeting of the Members or until a replacement is qualified and elected. The initial Managers, however, shall serve until the organizational meeting of the Company and are identified as follows:

GLYN EDWARD NEWNHAM, whose address is P.O. Box 2075, Anna Maria, Florida 34216.

CAROLINE JANE NEWNHAM, whose address P.O. Box 2075, Anna Maria, Florida 34216.

B. The Managers, acting jointly and not alone, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the

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Company's real and personal property, except:

1. Without having first obtained the prior written consent of all the Members, the Managers shall not cause or permit the Company to:

- a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;
- b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or Regulations, or;
- c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;
- d. Hire, terminate, or modify the terms of employment of any Manager, or;
- e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;
- f. Invest in the debt or equity of any other person or entity, or;
- g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager[s]'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager[s]'s request.

2. Without having first obtained the prior written consent of all of the Members, amend these Articles or the Operating Agreement of the Company to:

- a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;
- b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Managers, or;
- c. Modify the duration of this Company, or;
- d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
- e. Amend this Article V, or;

- f. Dissolve or terminate the existence of this Company, or;
- g. Do or fail to do any act that is prohibited by a resolution of the Members.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

C. A "majority in interest," without more, shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Members of the Company.

#### **ARTICLE VI**

##### **Continuation of Business**

A majority in interest of the remaining Members of the Company have the right 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 Company.

#### **ARTICLE VII**

##### **Profits and Losses Allocation**

Profits and losses will be allocated to the Members in accordance with the Operating Agreement of the Company.

#### **ARTICLE VIII**

##### **Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member or the authorized representative of a Member.

#### **ARTICLE IX**

##### **Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence (upon filing of these Articles of Organization with the Secretary of State.

Mar-22-04 05:40pm From-BARNES WALKER

841-741-8225

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IN WITNESS WHEREOF, the undersigned Members or an authorized representative of a Member has executed these Articles of Organization on this 22nd day of March, 2004.

  
VICTOR G. SANTIAGO, ESQ., as attorney in fact  
for GLYN EDWARD NEWNHAM, Member

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TALLAHASSEE, FLORIDA

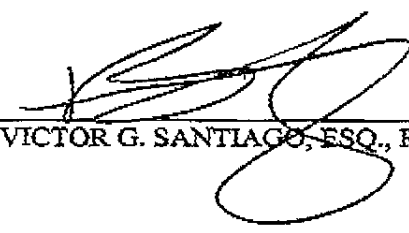
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, 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 ART-HAUS DESIGNS, LLC
2. The name and address of the registered agent and office is: VICTOR G. SANTIAGO, ESQ., c/o Barnes Walker, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: March 22, 2004.

  
VICTOR G. SANTIAGO, ESQ., Registered Agent

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