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TALLAHASSEE, FLORIDA

E. Randall Ralston, PC.

Attorney at Law

1020 Ednam Center, Suite 102
Charlottesville, Virginia 22903
Phone: (434) 817-1040

Facsimile: (434) 220-4894
email:ERR@rralston.com

April 26, 2004

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: *Cville direct, LLC*

Dear Sir or Madam:

Enclosed for expedited service are the following items to be filed in connection with the organization of the above Limited Liability Company:

1. The original Articles of Organization; and
2. A check in the sum of \$125.00 payable to the Division of Corporations (\$100.00 filing fee and \$25.00 designation of registered agent fee).

Please return all correspondence concerning this matter to Rita R. Ralston, Manager, Cville direct, LLC, 1020 Ednam Center, Suite 102, Charlottesville, Virginia 22903. Should you have any questions or need additional information, please feel free to call me at the above telephone number.

Sincerely,



E. Randall Ralston

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ARTICLES OF ORGANIZATION

OF

Cville direct, L.L.C.

The undersigned, desiring to form a limited liability company under the provisions of Chapter 608 Florida Limited Liability Act, as amended, hereby sets forth the following:

1. **Name.** The name of the limited liability company is: Cville direct, LLC.

2. **Registered Office and Registered Agent.** The address of the initial registered office of the limited liability company in Florida is 1255 North Gulfstream Avenue, #1001, Sarasota, Florida 34236. The name of the city in which the initial registered office is located is the City of Sarasota. The name of the initial registered agent is Robert E. Ireland who is a resident of the State of Florida, and whose business office is identical with the registered office of the limited liability company.

3. **Principal Office.** The address of the principal office of the limited liability company where the records will maintained is 1255 North Gulfstream Avenue, #1001, Sarasota, Florida 34236.

4. **Manager(s) or Managing Member(s).** The name and address of each Manager or Managing Member is as follows:

Rita P. Ralston, Manager

1020 Ednam Center, Suite 102
Charlottesville, VA 22903;

and at

1255 North Gulfstream Avenue,
#1001
Sarasota, Florida 34236

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5. **Limitation on Liability.** In any proceeding brought in the right of the limited liability company or by or on behalf of its members, the damages assessed against a member, manager, or other officer arising out of a single transaction, occurrence, or course of conduct shall not exceed one dollar.

6. **Indemnification of Members, Managers, and Other Officers.**

A. **Indemnification.** The limited liability company shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the limited liability company) because he is or was a member, manager, or other officer of the limited liability company against liability incurred in the proceeding and against expenses incurred by him in connection therewith except such liabilities and expenses incurred because of his willful misconduct or knowing violation of the criminal law.

B. **Advance for Expenses.** The company shall pay for or reimburse the reasonable expenses incurred by a member, manager, or other officer who is a party to a proceeding in advance of final disposition of the proceeding if:

(i) the member, manager, or other officer furnished the company a written statement of his good faith belief that he has met the standard of conduct described in Section A;

(ii) the member, manager, or other officer furnishes the company a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct (which undertaking shall be an unlimited general obligation of the member, manager, or other officer but need not be secured and may be accepted without reference to financial ability to make repayment); and

(iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under Section A hereof.

C. Determination of Indemnification. The company shall not indemnify a member, manager, or other officer under Section A unless authorized in the specific case after a determination has been made that indemnification of the member, manager, or other officer is permissible in the circumstances because he has met the standard of conduct set forth in Section A. The determination shall be made:

(i) by the members by a majority vote of a quorum consisting of members not at the time parties to the proceeding;

(ii) if such a quorum cannot be obtained, by majority vote of a committee duly designated by the members (in which members who are parties may participate in such designation), consisting solely of two or more members not at the time parties to the proceeding; or

(iii) by special legal counsel:

(a) selected by members or its committee in the manner prescribed in subsection (i) or (ii) above; or

(b) if such a quorum of the members cannot be obtained and such a committee cannot be designated, selected by a majority vote of the members, in which members who are parties may participate in such selection.

D. Authorization and Expense Indemnification. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by

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special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (iii) of Section C to select counsel.

E. Indemnification of Employees, Agent and Others. The company may, to a lesser extent or to the same extent that the company is required to provide indemnification and make advances for expenses to its members, managers, and other officers, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the members, managers, directors, officers, employees and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the company, and may contract in advance to do so. The determination that indemnification under this paragraph is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the members, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law.

F. Insurance. The company may purchase and maintain insurance on behalf of an individual who is or was a member, manager, officer, employee or agent of the company, or who is, while a member, manager, officer, employee or agent of the company, is or was serving at the request of the company as a member, manager, director, officer, partner, trustee, employee or agent of another foreign or domestic limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as a member, manager, director, officer, employee or agent, whether or not the company would have power to indemnify him against the same liability under Section A.

G. Application. Indemnity hereunder shall continue as to any person who has ceased to have the capacity referred to above and shall inure to the benefit of the heirs, executors and administrators of such person.

7. Registered Agent's Signature. Having been named as registered agent and to accept service of process for the above limited liability company at the place designated in Article 2, above, 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 in Chapter 608, Florida Statutes.


Robert E. Ireland, Registered Agent

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

DATED: April 26, 2004


Rita P. Ralston, Member