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Sonya Dews, P.A.  
(Requestor's Name)

3116 Capital Circle N.E.  
(Address)

(Address)

Tallahassee, FL 32308 668-5278  
(City/State/Zip/Phone #)



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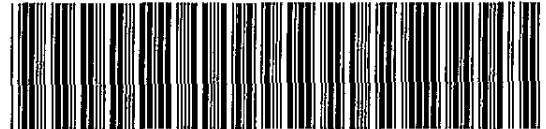
Frederick & Friends of Perry, LLC  
(Business Entity Name)

(Document Number)

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**ARTICLES OF ORGANIZATION OF  
FREDERICK & FRIENDS OF PERRY, LLC**

The undersigned adopts the following Articles of Organization 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. I 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 PRINCIPLE PLACE OF BUSINESS**

The name of the limited liability company shall be FREDERICK & FRIENDS OF PERRY, LLC, and its principal office shall be located at

2402 Macy Drive, Roswell, GA 30076

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**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 the 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 the 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 businesses, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business similar to 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 government 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, strengthen, or extend the property and commercial interest of the property

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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 others 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 to 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 permit the limited liability company to carry on any business, exercise any power, or do an act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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### 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 managing member 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

This limited liability company shall be managed by one (1) manager. The initial managing member shall be Robert Frederick whose address is 2402 Macy Drive, Roswell, GA 30076. The members may elect a successor managing member annually at the annual membership meeting.

### ARTICLE V

#### MEMBERS AND MEMBERSHIP RESTRICTIONS

The members are as follows:

- (1) Robert Frederick
- (2) Michael J. Hunter
- (3) Suzanne J. Hunter

All members shall have the right to admit new members by unanimous

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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 all 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 VI**

### **CAPITAL CONTRIBUTIONS**

Capital contributions to the limited liability company by each member are as follows:

Robert Frederick	\$ <u>10,000.00</u>
Michael J. Hunter	\$ <u>5,000.00</u>
Suzanne J. Hunter	\$ <u>5,000.00</u>

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

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## **ARTICLE VII**

### **MEMBERS OWNERSHIP PERCENTAGES**

The ownership percentage in this limited liability company of each member is as follows:

- Robert Frederick -50%
- Michael J. Hunter -25%
- Suzanne J. Hunter -25%

## **ARTICLE VIII**

### **PROFITS AND LOSSES**

Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company, in accordance with their percentage of ownership. The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being May 20, 2004.

## **ARTICLE IX**

### **DURATION**

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

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ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 695 Mansell Road, Suite 110, Roswell, GA 30076, and the name of the company's initial registered agent is

~~that address is~~ Sammy K. Daws at 3116 Capital Circle NE, Suite 5, Tallahassee, FL 32308

The undersigned, being the original managing member of the limited liability company, certify that this instrument constitutes the proposed

Articles of Organization of FREDERICK & FRIENDS OF PERRY LLC.

Executed by the undersigned at 695 Mansell Road, Suite Roswell, Ga 30076 on

MAY 20, 2004.

FREDERICK & FRIENDS OF PERRY, LLC

By: Robert Frederick  
Robert Frederick  
Managing Member

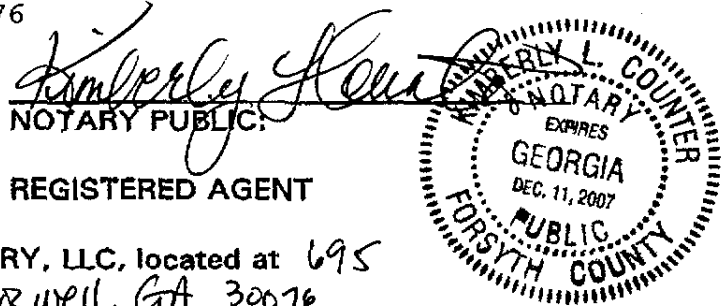
STATE OF Georgia

COUNTY OF Fulton

BEFORE ME, the undersigned authority, personally appeared Robert Frederick who is known to me to be the person who executed the foregoing Articles of Organization or who has produced personally known as identification, and acknowledge before me that he made and subscribed the same for the purposes therein mentioned and set forth.



IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
on this 20<sup>th</sup> day of May, 2004 at 695 Mansell Road,  
Suite 110, Roswell, GA 30076



**CERTIFICATE OF REGISTERED AGENT**

FREDERICK & FRIENDS OF PERRY, LLC, located at 695  
Mansell Road, Suite 110, Roswell, GA 30076, names

Sonya K. Daws as its Registered Agent in Florida to accept service of  
process within Florida. The address of the Registered Agent is 3118

Capital Circle NE, Suite 5, Tallahassee, FL 32308.

Dated this 20<sup>th</sup> day of May, 2004.

Robert Frederick  
Robert Frederick

Having been named as Registered Agent and to accept service of  
process for the above-named limited liability company at the address  
designated in this certificate, I do hereby accept the appointment as  
Registered Agent and agree to act in this capacity.

DATED this 20<sup>th</sup> day of May, 2004.

Sonya K. Daws  
Sonya K. Daws

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