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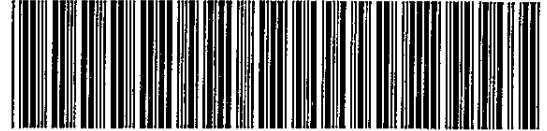
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**Law Office of David Browder Jr., Esq.
305 South Duncan Avenue
Clearwater, FL 33755**

Telephone 461-5788

Area Code 727

Facsimile 442-2851

July 1, 2004

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

RE: Shelby Wellington Ventures, L.C.

The enclosed Articles of Organization and fees are submitted for filing: The fees are \$100.00 for filing, \$25.00 for Designation of Registered Agent, and \$5.00 for a Certificate of Status. A copy of the signed Articles is also enclosed.

Please return all correspondence concerning this matter to the following:
David Browder Jr., Esq.
Law Office of David Browder Jr.
305 S. Duncan Ave.
Clearwater, FL 33755

For further information concerning this matter, please call: David Browder Jr., (727)461-5788.

Very truly,



David Browder Jr.
Encl., articles - original + 1 copy, check
Cc: client

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**ARTICLES OF ORGANIZATION OF
SHELBY WELLINGTON VENTURES, L.C.**

The undersigned certify that we have associated ourselves together 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. We 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 PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall SHELBY WELLINGTON VENTURES, L.C., and its principal office shall be located at 4113 Coquina Key Dr. SE, City of St. Petersburg, County of Pinellas, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**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 to 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 to 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 business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar 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 to 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 governmental 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 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 along 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, by in no way limited or 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 purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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 members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by an unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by the members. The names and addresses of the persons who shall serve (until the first annual meeting of members or until a successor is elected and qualified) are follows: Mark S. Smith, 4113 Coquina Key Drive, SE, St. Petersburg, FL 33705 and Edward W. Pearson, 2950 Eagles Nest Drive, Palm Harbor, FL 34683.

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

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1. Mark S. Smith and Lisa Smith, his wife
4113 Coquina Key Drive, SE
St. Petersburg, FL 33705
2. Edward W. Pearson, as Trustee of the Revocable Living Trust of Edward W. Pearson u/a/d 02/04/04 2950 Eagles Nest Drive, Palm Harbor, FL 34683
3. Julie K. Pearson, as Trustee of the Revocable Living Trust of Julie K. Pearson u/a/d 02/04/04 2950 Eagles Nest Drive, Palm Harbor, FL 34683.

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous 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 in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportionate shares.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

- (i) 50% - Mark S. Smith and Lisa Smith, his wife
4113 Coquina Key Drive, SE
St. Petersburg, FL 33705;
- (ii) 25% -Edward W. Pearson, as Trustee of the Revocable Living Trust of Edward W. Pearson u/a/d 02/04/04 2950 Eagles Nest Drive, Palm Harbor, FL 34683;
- (iii) 25% -Julie K. Pearson, as Trustee of the Revocable Living Trust of Julie K.

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Pearson u/a/d 02/04/04 2950 Eagles Nest Drive, Palm Harbor, FL 34683. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being: March 1.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1649 Main Street, City of Dunedin, County of Pinellas, State of Florida, and the name of the company's initial registered agent at that address is: Mark S. Smith, 4113 Coquina Key Drive SE, St. Petersburg, FL 33705

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proper Articles of Organization of SHELBY WELLINGTON VENTURES, L.C.

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Executed by the undersigned in Pinellas County, State of Florida, on February 28, 2004.


Edward W. Pearson, as Trustee


Julie K. Pearson, as Trustee


Mark S. Smith


Lisa Smith

ACCEPTANCE OF REGISTERED AGENT

I, Mark S. Smith, having been designated as the Registered Agent for this company, do hereby agree to act as Registered Agent and to perform the duties required by law.


Mark S. Smith

Dated: February 28, 2004