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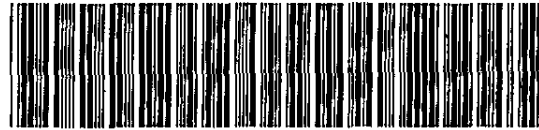
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THE LAW OFFICE OF
GREGORY V. BEAUCHAMP, P.A.
107 EAST PARK AVENUE, 32626
P. O. BOX 1129
CHIEFLAND, FL 32644
FAX (352)493-1378
(352)493-1458

July 7, 2004

Secretary of State
Division of Corporations
P. O. Box 6327
The Capitol
Tallahassee, Florida 32314

Attn: Articles of Organization

Re: **BLUE BAYOU MARINA OF CEDAR KEY, L.L.C.**

Dear Sir or Madam:

Enclosed please find the original and a copy of Articles of Organization for the above-named L.L.C.. In addition, a check in the amount of \$160.00 is enclosed which represents the following fees:

Filing Fee	\$ 125.00
Certified Copy	\$ 30.00
Certificate	\$ 5.00
	<u>\$160.00</u>

Please file the original of the enclosed Articles of Organization and return a certified copy to me at your earliest opportunity.

Sincerely,


Gregory V. Beauchamp

GVB/jem
Enclosure

2004 JUL 12 P 4:11 PM
SECRETARY OF STATE
TALLAHASSEE, FL 32314
F-111111

THIS INSTRUMENT
PREPARED BY:
GREGORY V. BEAUCHAMP, P. A.
P. O. BOX 1129
CHIEFLAND, FLORIDA 32644-1129

**ARTICLES OF ORGANIZATION
OF
BLUE BAYOU MARINA OF CEDAR KEY, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, certifies that those persons listed in Articles IV hereinafter have associated 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. It is further declared 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 be BLUE BAYOU MARINA OF CEDAR KEY, L.L.C. and its principal office shall be located at 12811 SW. STATE ROAD 24, CEDAR KEY, FLORIDA, Levy County, Florida 32625 and its mailing address is P.O. BOX 535 CEDAR KEY, FLORIDA 32625, 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

PURPOSE 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 including operating a commercial marina and retail shops.

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, 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 so acquired.

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SECRETARY OF
TALLAHASSEE

4. To enter into and make all necessary contacts 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 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, be 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 a unanimous vote of the members of the Limited Liability Company.

ARTICLE IV

MANAGEMENT

This Limited Liability Company shall be managed by our managers. The name and address of the person who shall serve as manager until his successor is elected and qualified

pursuant to and in accordance with the regulations of the Limited Liability Company, is THOMAS W. KELLIN, whose address is 1080 Parodo Street, Cedar Key, Florida 32625.

The initial members of this Limited Liability Company are as follows:

THOMAS W. KELLIN
1080 Parodo Street
Cedar Key, Florida 32625

CAROL ANN KELLIN
1080 Parodo Street
Cedar Key, Florida 32625

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.

Members shall not be personally liable for the debts, obligations or liabilities of the company.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the Limited Liability Company by the two members in shares equal to the percentages as set forth in Article VII hereinafter. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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TALLAHASSEE, FL

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 payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to a distribution share of the profit as follows:

THOMAS W. KELLIN 50 %

CAROL ANN KELLIN 50 %

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 the date of the filing of these Articles.

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 the following shares.

THOMAS W. KELLIN 50 %

CAROL ANN KELLIN 50 %

ARTICLE VIII

DURATION

This Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 12811 SW. STATE ROAD 24., City of CEDAR KEY 32625, County of LEVY, State of Florida, and the mailing address is P. O. BOX 535, CEDAR KEY, FLORIDA 32625, and the name of the company's initial registered agent at that address is THOMAS W. KELLIN.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

CERTIFICATES

The company has the authority and shall issue Certificates of Membership to each member evidencing that member's interest in the company. Certificates of Membership shall be signed by a manager (or office) of the company.

The undersigned, being the original members of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of **BLUE BAYOU MARINA OF CEDAR KEY, L.L.C.**

Gregory J. Beauchamp
Witness Signature
GREGORY J. BEAUCHAMP
Witness Printed Name
Janet E. McCallister
Witness Signature
JANET E. MCCALLISTER
Witness Printed Name

Thomas W. Kellin
THOMAS W. KELLIN
Carol Ann Kellin
CAROL ANN KELLIN

**STATE OF FLORIDA
COUNTY OF LEVY**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **THOMAS W. KELLIN and CAROL ANN KELLIN**, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification: (X) personally known or () produced identification. No oath(s) taken.

July WITNESS my hand and official seal in the County and State last aforesaid this 7th day of July, 2004.

(NOTARY SEAL)

Gregory J. Beauchamp
Notary Signature
GREGORY J. BEAUCHAMP
Notary Printed Name



Gregory V. Beauchamp
MY COMMISSION # DD162642 EXPIRES
February 21, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is **BLUE BAYOU MARINA OF CEDAR KEY, L.L.C.**.
2. The name and the Florida street address of the Registered Agent

is:

THOMAS W. KELLIN

P. O. BOX 535 / 12811 SW State Road 24
CEDAR KEY, FLORIDA 32625

Having been named as Registered Agent and to accept service of process for the above state 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


THOMAS W. KELLIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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