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HOWARD A. CAPLAN
Attorney, P.A.

6260 Dupont Station Court, Suite C
Jacksonville, Florida 32217
(904) 256-3333
(904) 256-0051 Facsimile
E-mail: HACaplan@bellsouth.net

Licensed in
Florida &
Tennessee

July 8, 2004

Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Articles of Organization of Billy Andrews Enterprises, LLC
along with the statement of registered agent and check for the appropriate fee.

Sincerely,



Howard A. Caplan

HAC/mt
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF ORGANIZATION
OF
BILLY ANDREWS ENTERPRISES, LLC

The undersigned organizer of these Articles of Organization, a natural person competent to contract, and authorized representative of the initial Member hereof, hereby presents these Articles for the formation of a for profit limited liability company under the Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I

The name of the Company is Billy Andrews Enterprises, LLC.

ARTICLE II

This Company will exist perpetually.

ARTICLE III

The principal office, and the mailing address, of the Company initially will be at 4948-1 Trout River Blvd., Jacksonville, Florida 32208. The principal office may be moved to any address that the member may choose, provided however that the principal office will be in the State of Florida. The mailing address is the same as above.

ARTICLE IV

The registered office will be and the registered agent at that same address are:

Agent

William Andrews

Registered Office Address

4948-1 Trout River Blvd.
Jacksonville, FL 32208

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SECRETARY OF STATE

ARTICLE V

The Company is being organized as a single tax-paying member disregarded entity limited liability company.

Member

William Andrews

Member's Address

4948-1 Trout River Blvd.
Jacksonville, FL 32208

ARTICLE VI

The management of the Company is reserved to the member of the Company. However, the member may elect to be manager managed.

ARTICLE VII

The general nature of the business that will be transacted by the Company is any legally permissible activity, including construction.

ARTICLE VIII

This Company will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This Company will have the power to make loans, secured or unsecured, to its Member, providing said Member are active employees of the Company.

ARTICLE IX

The Company may indemnify the member and any and all persons who may serve or who have served at any time as manager, employee, or agent of the Company or at any time have served as manager, employee, or agent of another company in which the

Company at such time owned or may own an Membership interest or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been Member, managers, managing Member, employees, or agents of the Company, or of such other company except in relation to matters as to which any such member, manager, managing member, employee, or agent or former member, manager, managing member, employee, or agent will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such Indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, agreement, vote of Member, or otherwise, and the Company may indemnify any member, manager, managing member, employee, or agent or any former member, manager, managing member, employee, or agent to the fullest extent permitted by law

ARTICLE X

The name and address of the organizer and person signing these Articles of Organization are:

Name

Address

Howard A. Caplan

6260 - C Dupont Station Court
Jacksonville, FL 32217

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles

of Organization, this 8th day of July, 2004.


Howard A. Caplan

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TALLAHASSEE, FL 32310

ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT

Having been named to accept service of process for the above stated company, at the place designated in the Articles of Organization to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provisions of said law relative to keeping open said office.

William Andrews
William Andrews July 7, 2004

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