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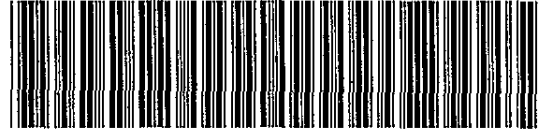
(Business Entity Name)

(Document Number)

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

ALFRED G. TRIBBY, JR., ATTORNEY AT LAW

1393 Country Club Drive, Youngstown, Ohio 44505 - (330) 759-7499

330-759-2354 fax

August 6, 2004

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Premier Resort Furnishings, LLC

Dear Sir:

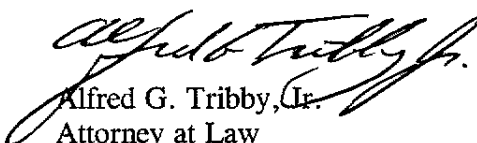
Enclosed for filing are the Articles of Organization for Premier Resort Furnishings, LLC. Also enclosed is the filing fee in the amount of \$125.00 made payable to the Florida Department of State.

Please return all correspondence concerning this matter to me at:

Alfred G. Tribby, Jr.  
1393 Country Club Drive  
Youngstown, OH 44505

Feel free to contact me at 330-759-7499 if you have any questions.

Very truly yours,

  
Alfred G. Tribby, Jr.  
Attorney at Law  
0032565

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
PREMIER RESORT FURNISHINGS, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME & EFFECTIVE DATE**

The name of this limited liability company is PREMIER RESORT FURNISHINGS, LLC, referred to in these Articles of Organization as the "Company". The effective date for this Company shall be the date of filing.

**ARTICLE II  
MAILING OFFICE**

The principal office and mailing address of the Company is 1393 Country Club Drive, Youngstown, Ohio 44505.

**ARTICLE III  
REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S  
SIGNATURE**

The Company's registered agent is Kenneth Holden, whose office is located at 8823 Newmarket Drive, Windermere, Florida 34786.

*Having been named as registered agent and to accept service of process for the above stated 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 as provided for in Chapter 608, Florida Statutes.*

  
\_\_\_\_\_  
Kenneth Holden, Registered Agent

**ARTICLE IV  
DURATION**

The Company shall have perpetual duration.

**ARTICLE V  
ORGANIZER**

The organizer of the Company is Alfred G. Tribby, Jr., who is a natural person at least eighteen (18) years old.

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TALLAHASSEE, FLORIDA

**ARTICLE VI  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law, and may use those powers to any lawful purpose.

**ARTICLE VII  
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The managing members, individually, shall have full authority to do any of the above. The name and address of the managing members are:

Alfred G. Tribby, Jr.  
1393 Country Club Drive  
Youngstown, OH 44505

Kenneth Holden  
8823 Newmarket Drive  
Windermere, FL 34786

**ARTICLE VIII  
CONTRIBUTIONS**

The members in the aggregate have contributed to the Company Two Thousand Dollars (\$2,000.00) in cash.

**ARTICLE IX  
ADMISSION OF NEW MEMBERS**

The Company may admit new members by unanimous consent of the existing members.

**ARTICLE X  
DISSOLUTION**

Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following a Member Dissociation.

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(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of any member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. This consent may be by a vote at a properly called meeting, or in writing.

### **ARTICLE XI DISTRIBUTIONS**

#### **Section 10.01 Interim Distributions**

The Company may make interim distributions of property to its members as agreed by all of the members.

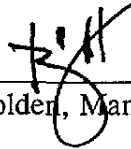
#### **Section 10.02 Winding-Up Distributions**

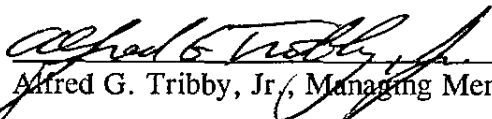
The Company may make winding-up distributions of property to its members as agreed by all of the members.

### **ARTICLE XII RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 6<sup>TH</sup> day of August, 2004.

  
Kenneth Holden, Managing Member

  
Alfred G. Tribby, Jr., Managing Member

(The above signatures were made in accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts herein stated are true)