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2004 AUG 30 P 3:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

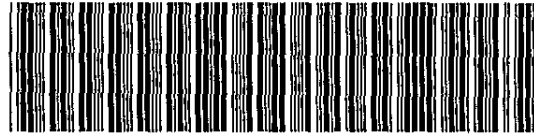
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SCOTT A. SELIS
SSELIS@SELISLAW.COM
CELL (386) 527-4109



Selis & Associates, P.A.

August 27, 2004

LISA B. NEITZEL*

LNEITZEL@SELISLAW.COM
FILED

*Paralegal

2004 AUG 30 P 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Proposed Company Name: W. ALLEN COMPANY, L.L.C.

Dear Sir/Madam:

Enclosed, is the original and two copies of the Articles of Incorporation in the referenced matter along with a check in the amount of \$155.00 representing the filing fee, Designation of Registered Agent and a Certified Copy for the referenced Limited Liability Company. Please return the appropriate documents to my office.

If you have any questions or comments, please feel free to call.

Sincerely yours,

(Stamped in absence to avoid delay)

SAS/LBN/pb
Enclosures

cc: Mark A. Scott

P.O. Box 9668
Phone - (386) 671-1475

Daytona Beach, FL 32120
Fax - (386) 671-1664

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: W. ALLEN COMPANY, L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARK A. SCOTT

(Name of Person)

R.A. SCOTT CONSTRUCTION COMPANY

(Firm/Company)

P.O. BOX 9667

(Address)

DAYTONA BEACH, FL 32120

(City/State and Zip Code)

For further information concerning this matter, please call:

SCOTT A SELIS, ESQ

(Name of Person)

at (386) 671-1475

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

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

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

W. ALLEN COMPANY, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

6155 SHORELINE DR.

P.O. BOX 9667

PORT ORANGE, FL 32127

DAYTONA BEACH, FL 32120

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

MARK A. SCOTT

Name

6155 SHORELINE, DR.

Florida street address (P.O. Box **NOT** acceptable)

PORT ORANGE FLORIDA 32127

City, State, and Zip

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..


Registered Agent's Signature

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows: **SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

MARK A. SCOTT
6155 SHORELINE DR.
PORT ORANGE, FL 32127

MGRM

BRIAN W. SCOTT
P.O. BOX 9667
DAYTONA BEACH, FL 32120

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

BRIAN W. SCOTT
Typed or printed name of signee

ARTICLES OF ORGANIZATION OF W. ALLEN COMPANY, L.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 be W.ALLEN COMPANY, L.L.C., located at 6155 Shoreline Drive, Port Orange, FL 32127, County of Volusia, 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 generalized 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 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 of 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 serve 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 consistent 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 otherwise expressed, be in no way limited or restricted by references 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 companies 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

Management of this limited liability company is reserved to its members whose names and addresses are as follows: Mark A. Scott, P.O. Box 9667, Daytona Beach, FL 32120 and Brian W. Scott, P.O. Box 9667, Daytona Beach, FL 32120.

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 both members.

On 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 member shall have the right to continue the business.

ARTICLE VI. CONTRIBUTIONS

If any contributions are to be made, the contribution shall be made in equal shares. Any additional contributions shall be made in equal shares.

ARTICLE VII. PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the limited liability company that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal percentage of the profits and the profits shall be distributed on a yearly basis of the commencement of this limited liability company.

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. DURATION

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