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# KENNETH B. EVERS

Professional association attorney at Law 124 West Main Street Wallchila, Florida

кеммети в. evers g-мыль everspa@earthlink.net

REPLY TO: P.O. DRAWER 1306 WALICHULA, FLORIDA 33573-1306 TELEPHONE: (863) 773-5600 ACSIMILE: (863) 773-0952

November 10, 2004

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

Re: FAL-COL, L.L.C.

Gentlemen:

Enclosed are original and one copy of Articles of Organization. Please file the original and return a certified copy to me.

Also enclosed check made payable to Florida Department of State of Florida in the amount of \$125.00 as fee to file same.

Sincerely,

Cindy Hartley

Legal Assistant

/chh Enclosures

#### **ARTICLES OF ORGANIZATION**

## OF

# FAL-COL, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

#### ARTICLE I. NAME

The name of the limited liability company shall be **FAL-COL**, **L.L.C.** 

#### ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the company shall be:

Mailing:

113 West Bay Street

Wauchula, FL 33873

Street:

113 West Bay Street

Wauchula, FL 33873

### ARTICLE IIII. DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate *forty (40) years* from formation unless the company is earlier dissolved as provided in these articles of organization.

# ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is JILL F. FALLON, 113 West Bay Street, Wauchula, Florida 33873.

#### ARTICLE V. CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of **FAL-COL**, **L.L.C.**, the cash or property set forth in Exhibit "A."

#### ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

# ARTICLE VII. ADMISSION OF NEW MEMBERS

The maximum number of members shall be ten, consisting of the Board and general manager. No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII. TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

#### ARTICLE IX. MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

NAME	ADDRESS S	-
DIEGO FALLON	113 West Bay Street & & & & & & & & & & & & & & & & & &	•
JILL F. FALLON	113 West Bay Street Wauchula, FL 33873	

IN WITNESS WHEREOF, JILL F. FALLON, as organizer, has made and subscribed these articles of organization this 1046 day of November, 2004.

JILL F. FALLON organizer

O CINDY HARTLEY

Notary Public - State of Florida

STATE OF FLORIDA COUNTY OF HARDEE

JILL F. FALLON, applicant

Sworn to and subscribed before me this 1046 day of November, 2004, by JILL F. FALLON, who is personally known to me.

Notary Public

**ACCEPTANCE** 

I certify that I am a permanent resident of Hardee County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Registered Agent of FAL-COL, LLC, this Out day of November, 2004.

JILL F. FALLØN

# SCHEDULE "A"

DIEGO FALLON JILL F. FALLON - \$100.00 - \$100.00