

104 000088289

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

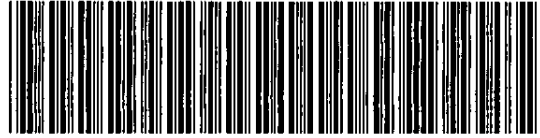
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09 JAN 22 AM 10:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. THOMAS

JAN 23 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: epay-plus, LLC

(Name of Limited Liability Company)

The enclosed member, managing member or manager resignation and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Elizbeth Tatman

(Contact Person)

epay-plus, LLC

(Firm/Company)

26861 Trabuco #E-68

(Address)

Mission Viejo, CA 92691

(City/State and Zip Code)

For further information concerning this matter, please call:

Elizbeth Tatman

(Name of Contact Person)

at (949) 632-7219

(Area Code & Daytime Telephone Number)

Enclosed please find a check made payable to the Florida Department of State for:

☐

\$25 Filing Fee

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\$55 Filing Fee &
Certified Copy

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

FILED
09 JAN 22 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

**RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER
FROM FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: epay-plus, LLC

2. This limited liability company was organized under the laws of:
Florida

3. The Florida document/registration number of this limited liability company is:
L04000088289

4. I, Vidley Enterprises, hereby resign as a mgrm
(Print Name of Person Resigning) (Print Title)

of this limited liability company and affirm the limited liability company has been notified of my resignation in writing.

Signature of Resigning Member, Managing Member or Manager

Filing Fee: \$25.00 (Required)
Certified Copy: \$30.00 (Optional)

FILED
09 JAN 22 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

epay-plus, LLC
A Florida Limited Liability Company

ACTION BY PARTNERS WITHOUT A MEETING

This ACTION BY MEMBERS WITHOUT A MEETING ("Action by Members") is undertaken by the signatories hereto, as follows:

WHEREAS, the undersigned are all the **Members** of epay-plus, LLC, a Florida Limited Liability Company (the "**LLC**"); and

WHEREAS, Vidley Enterprises desires to withdraw from the LLC to pursue other ventures; and

WHEREAS, the LLC has agreed to redeem the membership interest held by Vidley Enterprises in the LLC.

NOW, THEREFORE, the undersigned Members of the LLC hereby consent to the following actions and adopt the following resolutions:

REDEMPTION OF MEMBERSHIP INTEREST

WHEREAS, Elizabeth Tatman, as the manager of Paragon Atlantic, LLC, a managing member, consents to the withdrawal of Vidley Enterprises from the LLC; and

NOW, THEREFORE, BE IT RESOLVED, that the LLC shall redeem all the interests of Vidley Enterprises held in the LLC for Three Thousand Dollars (\$3,000); and

RESOLVED FURTHER, that the LLC and its remaining Member, Paragon Atlantic, LLC, shall assume all liabilities associated with the LLC and indemnify Vidley and each of its members from and against any liabilities that the LLC incurred prior to or following redemption of Vidley's interests; and

RESOLVED FURTHER, that the LLC shall accept Vidley Enterprises' assignment of its membership interest to the LLC in redemption of said interest, and concurrently therewith the LLC shall pay Three Thousand Dollars (\$3,000) to Vidley Enterprises in redemption of its interest in the LLC; and

RESOLVED FURTHER, that Elizabeth Tatman is authorized to sign and accept on behalf of the LLC the Assignment of Membership Interest in the form attached to this Action by Members.

FILED
09 JAN 22 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

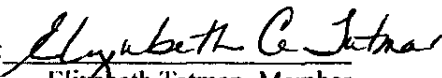
ENABLING RESOLUTION

NOW, THEREFORE, BE IT RESOLVED, that Paragon Atlantic is hereby authorized and directed to take any further actions and to execute and deliver any additional documents or instruments that it reasonably believes to be necessary or appropriate in order to carry out the purposes and intent of the foregoing Resolutions.

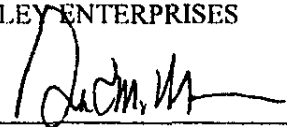
IT IS FURTHER RESOLVED THAT Paragon Atlantic shall indemnify Vidley Enterprises and each of its members from and against any liabilities that the LLC incurred prior to or following redemption of Vidley Enterprise's interests.

IN WITNESS WHEREOF, the undersigned have executed this Action by Members Without a Meeting effective as of January 1, 2008.

PARAGON ATLANTIC, LLC

By: 
Elizabeth Tatman, Member

VIDLEY ENTERPRISES

By: 
David Klein, Member

FILED
09 JAN 22 AM 13:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASSIGNMENT OF MEMBERSHIP INTEREST

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, the undersigned, VIDLEY ENTERPRISES ("Assignor"), being a Member of epay-plus, LLC, a Florida Limited Liability Company (the "LLC"), hereby assigns, transfers and delivers to the LLC all of Assignor's rights, title and interest in and to his entire Membership Interest, representing 50% of the entire Membership Interests.

TO HAVE AND TO HOLD the same unto the LLC forever, Assignor hereby warrants that he is the sole owner of the Membership Interest, free and clear of all liens, claims, charges, encumbrances, restrictions, security interests and other adverse interests whatsoever.

In accepting this assignment, the LLC hereby redeems Assignor's Membership Interest and agrees that from and after the date hereof, Assignor has no further duties, obligations or liabilities under the LLC's operating agreement, which were either incurred prior to or subsequent to this assignment, and the LLC shall assume all liabilities associated therewith and shall fully indemnify Vidley and each of its members from and against any such liabilities.

Dated as of January 1, 2008

ASSIGNOR:


Vidley Enterprises

By: 

David Klein

ACCEPTED AS OF JANUARY 1, 2008:

epay-plus, LLC
a Florida Limited Liability Company

By: 
Elizabeth Tatman

RECEIVED
JAN 22 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA