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STATE
TALLAHASSEE, FLORIDA

12/02/04

Limited Liability Company

Articles of Organization

We, the undersigned, who intend to form and create a Limited Liability Company, PURSUANT TO THE Statutes of the State of Florida, do hereby state and certify the following:

1. The name of the Liability Company shall be **PERRY DESIGN GROUP, LLC.**

2. The registered office of the company is located at 9577 E. Bay Meadows Drive, City of Inverness, State of Florida 34450. Its registered agent is **JAMES A. PERRY** for service of process.

3. The principal place of business of the Company is located at **9577 E. Bay Meadows Drive, Inverness, FL 34450.**

4. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under the laws of the above named State.

5. The company shall have a duration of 30 years and it shall dissolve at the end of said time frame.

6. Indemnification.

- a. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suitor proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe

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his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.

- b. The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.
- c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

7. Exercise of Powers. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed by the managers 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.

8. Composition of management. This limited liability company shall be managed by four (4) managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows:

JAMES A. PERRY
9577 E. Bay Meadows Drive
Inverness, FL 34450

ROBERT C. PERRY
1305 N. Timucuan Trail
Inverness, FL 34453

CONNIE DAYLE NOBLES
1429 SW 80th Ave.
Bell, FL 32819

PASCHAL FRED NOBLES
1429 SW 80th Ave.
Bell, FL 32819

9. **CAPITAL CONTRIBUTIONS.** Capital contributions in the amount of \$5,000.00 cash shall be paid to the limited liability company by the three (3) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

10. **PROFITS AND LOSSES.**

- (a) **Profit Sharing.** The members shall be entitled to the net profits arising from the operation of the limited liability company business 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 distributive share of the profits or to the distributive share of the profits specified as follows:

JAMES A. PERRY – 33.333

ROBERT C. PERRY – 33.333

CONNIE DAYLE NOBLES – 33.333

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being 12/01/04 or such other date as the members may agree by a majority vote.

- (b) **Losses.** 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 the following shares:

JAMES A. PERRY – 33.333

ROBERT C. PERRY – 33.333

CONNIE DAYLE NOBLES – 33.333

11. The company shall be initially organized with the following three (3) Members:

Member

JAMES A. PERRY

9577 E. Bay Meadows Drive
Inverness, FL 34450

ROBERT C. PERRY

1305 N. Timucuan Trail
Inverness, FL 34453

CONNIE DAYLE NOBLES

1429 SW 80th Ave.
Bell, FL 32819

12. The company shall have the right to add additional Members according to the terms of the Operating Agreement.

13. The Members may only discontinue business upon an event of dissolution according to the terms of the Operating Agreement.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **PERRY DESIGN GROUP, LLC**.

Executed by the undersigned at Inverness, Florida, on this 10th day of December, 2004.

MEMBERS:


JAMES A. PERRY


ROBERT C. PERRY


CONNIE DAYLE NOBLES

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 29th day of ~~December~~ ^{November}, 2004, by **JAMES A. PERRY**, (NOTARY MUST CHECK ONE OF THE FOLLOWING:) [☒] who is personally known to me OR [☐] who has produced _____ as identification and who did not take an oath.

MY COMMISSION EXPIRES:

Aug 13, 2007

NOTARY PUBLIC

Karen Dennis
Sign



Karen Dennis
My Commission DD241542
Expires August 13, 2007

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 6 day of December, 2004, by **ROBERT C. PERRY**, (NOTARY MUST CHECK ONE OF THE FOLLOWING:) [☒] who is personally known to me OR [☐] who has produced PKBM as identification and who did not take an oath.

MY COMMISSION EXPIRES:

NOTARY PUBLIC

Karen Dennis
Sign



Karen Dennis
My Commission DD241542
Expires August 13, 2007

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 29th day of ~~December~~ ^{November}, 2004, by **CONNIE DAYLE NOBLES**, (NOTARY MUST CHECK ONE OF THE FOLLOWING:) [☒] who is personally known to me OR [☐] who has produced _____ as identification and who did not take an oath.

MY COMMISSION EXPIRES:

Aug 13, 2007

NOTARY PUBLIC

Karen Dennis
Sign



Karen Dennis
My Commission DD241542
Expires August 13, 2007