

12/17/04 13:21:21

Broad and Cassel

58-25-281

Fig. Fax

Page 881

Division of Corporations

of

W04000091441

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000248993 3)))

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)205-0383

From:

Account Name : BROAD AND CASSEL (ORLANDO)  
Account Number : I19980000090  
Phone : (407)839-4200  
Fax Number : (407)839-4264

RECEIVED

04 DEC 17 PM 1:50

DIVISION OF CORPORATIONS

FLORIDA  
TALLAHASSEE

04 DEC 17 PM 1:50

FILED

**LIMITED LIABILITY COMPANY**

**J&S Kim #1 of Florida, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

Electronic Filing Menu

Corporate Filing

Public Access Help

W04-91441  
12/17/2004

(H04000248993 3)

**ARTICLES OF ORGANIZATION**  
**OF**  
**J&S KIM #1 OF FLORIDA, LLC**

The undersigned (the "Member") acting as the organizer of J&S KIM #1 OF FLORIDA, LLC, under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is J&S KIM #1 OF FLORIDA, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the limited liability company is 10513 Down Lakeview Circle, Windermere, Florida 34786.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The limited liability company is to be managed by a manager, and the names and addresses of the managers who are to serve as initial managers until the first annual meeting of members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Jae Suk Kim	10513 Down Lakeview Circle Windermere, Florida 34786
Sun Hye Kim	10513 Down Lakeview Circle Windermere, Florida 34786

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

(H04000248993 3)

(H04000248993 3)

**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

**ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Jae Suk Kim, and the street address of the Company's registered agent is 10513 Down Lakeview Circle, Windermere, Florida 34786. A copy of the registered agent's acceptance to serve accompanies these Articles.

**ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

**ARTICLE IX - Indemnification:**

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

FED


(H04000248993 3)

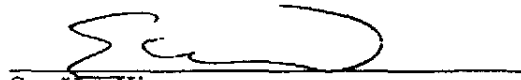
(H04000248993 3)

**ARTICLE X – Member Interests:**

The Company is authorized to issue both voting and nonvoting membership interests. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this \_\_\_\_\_ day of November, 2004.

  
Jae Suk Kim

  
Sun Hye Kim

FILED  
NOV 17 PM 3:55  
TALLAHASSEE, FLORIDA

(H04000248993 3)

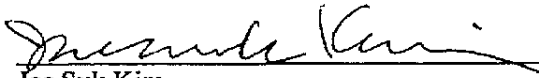
**ACCEPTANCE OF APPOINTMENT OF  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is J&S KIM #1 OF FLORIDA, LLC.
2. The name and address of the registered agent and its office is:

Jae Suk Kim  
10513 Down Lakeview Circle  
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, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

  
Jae Suk Kim

Dated this \_\_\_\_\_ day of November, 2004.

FILED  
NOV 17 2004  
TALLAHASSEE, FLORIDA

(H04000248993 3)