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Page 1

Page 1 of 1

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LIMITED LIABILITY COMPANY

Powells TQC, LLC

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ARTICLES OF ORGANIZATION OF POWELLS TQC, LLC

The undersigned certify that they have come together for the purpose of forming 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. They further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be POWELLS TQC, LLC, and its principal office shall be located at 1194 S. Broad Street, Brooksville, FL 34601, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate. The mailing address shall be 1194 S. Broad Street, Brooksville, FL 34601.

II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general 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 own and operate dry cleaning establishments, and to purchase, sell and/or lease real property used by the dry cleaning establishments. Nothing above is intended to limit the actions of the Members to conduct lawfully such other businesses it deems appropriate and to take such action as are necessary to carry out the actions of the Managers and Members.

III. 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 under the direction

Prepared by:
David C. Sasser, Esquire
Florida Bar No. 297720
Johnston & Sasser, P. A.
P. O. Box 997
Brooksville, FL 34605-0997
352/796-5123 (phone) 352/799-3187 (fax)

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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 super majority vote of the Members of the limited liability company.

IV. MANAGEMENT

This limited liability company shall be managed by its Managers.

V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new Members by super majority 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 the super majority written consent of Members or as otherwise provided in the company's operating agreement.

On the 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 Members shall have the right to continue the business on the majority consent of the remaining Members.

VI. CAPITAL CONTRIBUTIONS

Capital contributions in the sum of \$1,000.00 shall be contributed to the limited liability company by Sandra S. Powell and Russell H. Powell. Additional contributions may be made as required for investment purposes, as determined by super majority consent of the Members. Members will make contributions in proportion to their ownership interests.

VII. PROFITS AND LOSSES

1. 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 a proportionate share of the profits as follows:

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Sandra S. Powell	50%
Russell H. Powell	50%

The distributive share of the profits shall be determined and paid to the Members on December 31 of each year unless otherwise agreed to by the Members.

2. **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 proportion to their ownership interests.

VIII. DURATION

This limited liability company shall have perpetual existence unless earlier dissolved in a manner provided by law, or as provided in the regulations adopted by the Members.

IX. CLASSES OF MEMBERS

The Members may create additional classes or groups of Members having such rights, powers and duties as they may provided. The Operating Agreement may provide that any additional class or group of Members shall have no voting rights.

X. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 20431 Yontz Road, Brooksville, Florida, 34601, and the name of the company's initial registered agent at that address is Sandra S. Powell.

The undersigned, being the original Members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of POWELLS TQC, LLC.

Executed by the undersigned at Brooksville, Florida, this 20th day of December 2004.


Sandra S. Powell
Russell H. Powell

Prepared by:
David C. Sasser, Esquire
Florida Bar No. 297720
Johnston & Sasser, P. A.
P. O. Box 997
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, 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 **POWELLS TQC, LLC**
2. The name and address of the registered agent and office is:

Sandra S. Powell, 20431 Yontz Road, Brooksville, Florida, 34601

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVESTATED 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.


Sandra S. Powell

12/20/04
Date

Prepared by:
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Johnston & Sasser, P. A.
P. O. Box 997
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