

12/2/92 4 12: 8 3 170 3 25

Page 1 of 1

Division of Corporations

**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.

((H04000253920 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 : BARNES WALKER, CHARTERED
Account Number : 102371002705
Phone : (941) 741-8224
Fax Number : (941) 708-3225

RECEIVED
04 DEC 28 PM 12:09
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

BIG GUYS, LLC

Name	
Availability	Electronic Fill
Document	
Examiner	DOC
Doc Fee	DOC
Reviewer	
Verifier	DOC
Acknowledgment	DOC
https://ehle.sunbiz.org	
W. P. Verifier	DOC

Electronic Filing Menu

Corporate Filing

Public Access Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

12/28/2004

(((H04000253920 3)))

**ARTICLES OF ORGANIZATION
OF
BIG GUYS, LLC**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is BIG GUYS, LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 1808 82nd Street NW, Bradenton, Florida 34209.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is GARRET T. BARNES. The address of the Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V
Management**

A. The Company is to be managed by Managers who will generally serve from annual meeting to annual meeting of the Members or until a replacement is qualified and elected. The initial Managers, however, shall serve until the organizational meeting of the Company and are identified as follows:

GARY LEROY JOHNSTON, whose address is 1808 82nd Street NW, Bradenton, Florida 34209.

LINDA REVELL JOHNSTON, whose address is 1808 82nd Street NW, Bradenton, Florida 34209.

B. Each Manager, without the consent of the other, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

(((H04000253920 3)))

((H04000253920 3)))

1. Without having first obtained the prior written consent of a majority in interest of the Members, the Managers shall not cause or permit the Company to:

- a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;
- b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or regulations, or;
- c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;
- d. Hire, terminate, or modify the terms of employment of any Manager, or;
- e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;
- f. Invest in the debt or equity of any other entity, or;
- g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

2. Without having first obtained the prior written consent of all of the Members, amend these Articles or the Operating Agreement of the Company to:

- a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;
- b. Enlarge the ownership interest, rights, privileges, or benefits, or reduce the duties and obligations of the Managers, or;
- c. Modify the duration of this Company, or;
- d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;

((H04000253920 3)))

((H04000253920 3)))

g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

C. A "majority in interest," without more, shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Members of the Company.

ARTICLE VI **Continuation of Business**

A majority in interest of the remaining Members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VII **Profits and Losses Allocation**

Profits and losses will be allocated to the Members in accordance with the Operating Agreement of the Company.


ARTICLE VIII **Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member.

ARTICLE IX **Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Member or an authorized representative of a Member has executed these Articles of Organization on this _____ day of _____, 2004.


GARRET T. BARNES, Esq., Authorized
Representative of GARY LEROY JOHNSTON,
Member

((H04000253920 3)))

((H04000253920 3)))

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability Company 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 BIG GUYS, LLC.
2. The name and address of the registered agent and office is: Garret T. Barnes, 3119 Manatee Avenue West, Bradenton, Florida 34205.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: _____, 2004.



Garret T. Barnes, Registered Agent

((H04000253920 3)))