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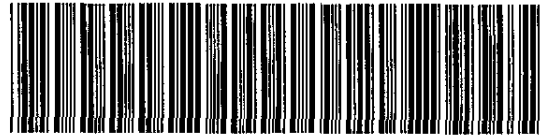
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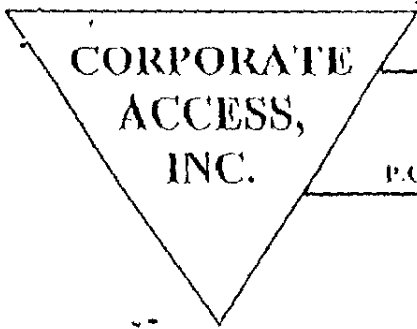
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1.) *Catie's Italian Ice, L.L.C*
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

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ARTICLES OF ORGANIZATION
OF
CATIE'S ITALIAN ICE, L.L.C.

ARTICLE I.

PREAMBLE; FORMATION

The undersigned, RUSSELL D. LAURENO, CATHERINE A. LAURENO, and GERARD L. ARTZ, do hereby form a Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, titled as the "Florida Limited Liability Company Act," as hereinafter set forth.

ARTICLE II.

NAME; PLACE OF BUSINESS; AND REGISTERED AGENT

2.1 Name. The name of this Limited Liability Company shall be CATIE'S ITALIAN ICE, L.L.C.

2.2 Place of Business. The principal place of business and the mailing address of the Limited Liability Company shall be 4251 Renova Avenue, North Port, Florida 34286.

2.3 Registered Agent. The initial registered agent of the Limited Liability Company shall be RUSSELL D. LAURENO, of 4251 Renova Avenue, North Port, Florida 34286.

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ARTICLE III.

PERIOD OF DURATION

This Limited Liability Company is to exist perpetually.

ARTICLE IV.

MANAGEMENT

The Company is to be managed entirely by the Members and the names and addresses of the managing Members who shall serve until the first annual meeting of Members or until their successors are duly elected and qualified are:

RUSSELL D. LAURENO
4251 Renova Avenue
North Port, FL 34286

CATHERINE A. LAURENO
4251 Renova Avenue
North Port, FL 34286

GERARD L. ARTZ
13 Pond View Drive
Tinton Falls, NJ 07724

ARTICLE V.

DELEGATION OF MANAGEMENT

The Members have the power and authority to delegate to one or more other persons the Members' rights and powers to manage and control the business and affairs of the Limited Liability Company as set forth in Florida Statute 608.4236. The Members herein establish the offices of President, Vice President, Secretary and Treasurer and the holders of such offices shall have the customary

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TALLAHASSEE, FLORIDA

powers, authorities, duties and responsibilities of the President, Vice President, Secretary and Treasurer of a corporation with regard to the affairs of this Limited Liability Company.

ARTICLE VI.

NOTICE TO MEMBERS

All notices to the Members pursuant to these Articles shall be in writing and shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

ARTICLE VII.

AMENDMENTS

These Articles may be amended at any time and from time to time by vote by unanimous agreement of the Members, and such amendments shall be filed with the Department of State.

IN WITNESS WHEREOF, the undersigned have executed the Articles of Organization this 29 day of December, 2004.

"Managing Members"

Russell D. Laureno
RUSSELL D. LAURENO

Catherine A. Laureno
CATHERINE A. LAURENO

Gerard L. Artz
GERARD L. ARTZ

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a duly authorized Notary Public, personally appeared RUSSELL D. LAURENO and CATHERINE A. LAURENO, Members, to me known to be the persons described as subscribers herein, who are personally known to me, who executed the foregoing, and they acknowledged before me that they subscribed to the said Articles of Organization.

WITNESS my hand and official seal in the State and County aforesaid, this 29 day of December, 2004.



DENISE A. ROLPH
MY COMMISSION # DD 831800
EXPIRES: September 30, 2008
Bonded Third Budget Notary Services

Denise A. Rolph

DENISE A. ROLPH

(Typed, printed or stamped
name of Notary Public)

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STATE OF NEW JERSEY

COUNTY OF MONMOUTH

I HEREBY CERTIFY that on this day, before me, a duly authorized Notary Public, personally appeared GERARD L. ARTZ, Member, to me known to be the person described as subscriber herein, who is personally known to me, who executed the foregoing, and he acknowledged before me that he subscribed to the said Articles of Organization.

WITNESS my hand and official seal in the State and County aforesaid, this 16th day of December, 2004.

Michael McGrath

(Typed, printed or stamped
name of Notary Public)

MICHAEL MCGRATH
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES OCTOBER 17, 2007

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the Limited Liability Company is CATIE'S ITALIAN ICE, L.L.C.

2. The name and address of the registered agent and office is RUSSELL D. LAURENO, 4251 Renova Avenue, North Port, Florida 34286.

Dated: 12/29/04

Dated: 12/29/04

Dated: 12/16/04

Russell D. Laureno
RUSSELL D. LAURENO

Catherine A. Laureno
CATHERINE A. LAURENO

Gerard L. Artz
GERARD L. ARTZ

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ACCEPTANCE

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, 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.

Dated: 12/29/04

Russell D. Laureno
RUSSELL D. LAURENO

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