

Sent By: JOHNSTON\*SASSER,  
Division of Corporations

352 799 3187

Jan 25 2005 4:08 PM Page 6

https://efile.sunbiz.org/scripts/covr.exe

**L05000007708**

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.**

((H05000020761 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 : JOHNSTON & SASSER, P.A.  
Account Number : I19990000207  
Phone : (352) 796-5123  
Fax Number : (352) 799-3187

RECEIVED

05 JAN 25 AM 8:07

DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

**Calcutta Holdings, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 JAN 25 AM 8:41

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

Fax Audit Number \_\_\_\_\_

**ARTICLES OF ORGANIZATION OF CALCUTTA HOLDINGS, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming 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. We 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 CALCUTTA HOLDINGS, LLC, and its principal office shall be located at 9124 Gallup Circle, Spring Hill, Florida, 34608 with a mailing address of 9124 Gallup Circle, Spring Hill, Florida, 34608; but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**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. An investment company to invest in securities, real estate and other investment vehicles.

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.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, or any of the business, good will, rights, assets, and liabilities of any person, firm, association

Prepared by:  
Darryl W. Johnston, Esquire  
Florida Bar No. 768286  
Johnston & Sasser, P. A.  
P. O. Box 997  
Brooksville, FL 34605-0997  
352/796-5123 (phone) 352/799-3187 (fax)

Fax Audit Number \_\_\_\_\_

Page 1 of 5

2005 JAN 25 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Fax Audit Number \_\_\_\_\_

or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### 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 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 voting members of the limited liability company.

### IV. MANAGEMENT

This limited liability company shall be managed by at least one manager. The name and address of the person who shall serve until a successor is elected and qualified is: Joseph Pastore, 9124 Gallup Circle, Spring Hill, Florida, 34608. Voting Members shall have the right to change the number of managers by majority consent.

### V. MEMBERSHIP RESTRICTIONS

Voting Members shall have the right to admit new members by unanimous 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

Prepared by:  
Darryl W. Johnston, Esquire  
Florida Bar No. 768286  
Johnston & Sasser, P. A.  
P. O. Box 997  
Brooksville, FL 34605-0997  
352/796-5123 (phone) 352/799-3187 (fax)

Fax Audit Number \_\_\_\_\_

2005 JAN 25 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Fax Audit Number \_\_\_\_\_

transferred except with the unanimous written consent of voting members.

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 unanimous consent of the remaining voting members.

#### VI. CAPITAL CONTRIBUTIONS

Capital contributions in the form of cash or real property having a value of \$500.00 shall be contributed to the limited liability company by the Members in equal shares. Additional contributions may be made as required for investment purposes, as determined by majority consent of the voting members. Members will make contributions in equal shares.

#### 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 an equal distributive share of the profits or to the distributive share of the profits specified as follows: Joseph Pastore - 25%, Robin Pastore - 25%, Derrick Rushnell - 25% and Janie Rushnell - 25%. 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 voting 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.

#### 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 voting members.

#### IX. VOTING OF MEMBERS

The Voting Members of the limited liability company shall be Joseph Pastore and Derrick Rushnell. No other Member shall have voting rights on any issue requiring a

Prepared by:  
Darryl W. Johnston, Esquire  
Florida Bar No. 768286  
Johnston & Sasser, P. A.  
P. O. Box 997  
Brooksville, FL 34605-0997  
352/796-5123 (phone) 352/799-3187 (fax)

2005 JAN 25 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Fax Audit Number \_\_\_\_\_

Page 3 of 5

Fax Audit Number \_\_\_\_\_

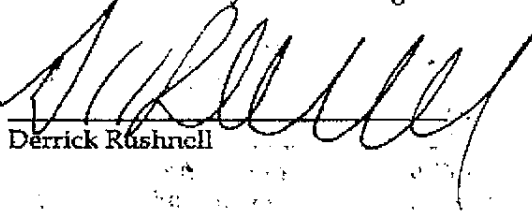
consent. The Voting Members may create additional classes or groups of members having such rights, powers and duties as they may provided. The Operating Agreement may provide that any additional class or group of members shall have no voting rights.

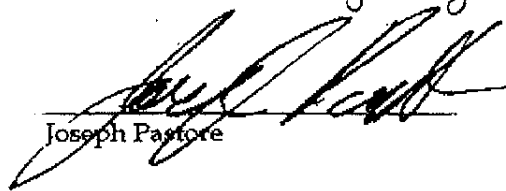
**X. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 9124 Gallup Circle, Spring Hill, Florida, 34608 and the name of the company's initial registered agent at that address is Joseph Pastore.

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of CALCUTTA HOLDINGS, LLC.

Executed by the undersigned at Brooksville, Florida, this 25 day of January 2005.

  
Derrick Rushnell

  
Joseph Pastore

2005 JAN 25 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Prepared by:  
Darryl W. Johnston, Esquire  
Florida Bar No. 768286  
Johnston & Sasser, P. A.  
P. O. Box 997  
Brooksville, FL 34605-0997  
352/796-5123 (phone) 352/799-3187 (fax)

Fax Audit Number \_\_\_\_\_ Page 4 of 5

Fax Audit Number \_\_\_\_\_

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

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned corporation, 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 corporation is **CALCUTTA HOLDINGS, LLC.**
2. The name and address of the registered agent and office is:

Joseph Pastore, 9124 Gallup Drive, Spring Hill, FL 34608

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

  
Joseph Pastore1-25-05  
Date

Prepared by:  
Darryl W. Johnston, Esquire  
Florida Bar No. 768286  
Johnston & Sasser, P. A.  
P. O. Box 997  
Brooksville, FL 34605-0997  
352/796-5123 (phone) 352/799-3187 (fax)

FILED  
2005 JAN 25 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit Number \_\_\_\_\_

Page 5 of 5