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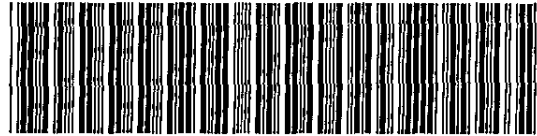
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FILED
05 JAN 26 AM 7:59
DIVISION OF STATE
TALLAHASSEE, FLORIDA

FILED
05 JAN 26 PM 1:06
DIVISION OF STATE
TALLAHASSEE, FLORIDA

FLAGCO HOLDINGS

North Carolina LLC

January 25, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
05 JAN 26 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Please find enclosed the necessary forms to incorporate FLAGCO Holdings, North Carolina, LLC. Included is a check in the amount of \$130.00 for the filing fee and a certificate of status, as well as a transmittal letter and articles of organization. The Registered Agent's acceptance of the position of registered agent is found on page 4 of 5 of the Articles of Organization of FLAGCO Holdings, North Carolina, LLC.

Please forward all correspondence with regard to this matter to:

FLAGCO Holdings, North Carolina, LLC
1132 Stoney Creek Way
Tallahassee, Florida 32317

Thank you for your assistance with this matter. If there are any questions or concerns, please feel free to contact me at any of the above numbers.

Sincerely,



Nelson Diaz

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FLAGCO Holdings, North Carolina, LLC
(Name of Limited Liability Company)

FILED
05 JAN 26 AM 7:59
TALLAHASSEE, FLORIDA

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nelson D. Diaz
(Name of Person)

FLAGCO Holdings, North Carolina, LLC
(Firm/Company)

1132 Stoney Creek Way
(Address)

Tallahassee FL 32317
(City/State and Zip Code)

For further information concerning this matter, please call:

Nelson Diaz at (850) 528-3054
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee
☒ \$130.00 Filing Fee & Certificate of Status
☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION OF FLAGCO HOLDINGS, NORTH CAROLINA, LLC

The undersigned certifies that he has incorporated 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. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be FLAGCO Holdings, North Carolina, LLC, and its principal office shall be located at 1132 STONY CREEK WAY in the City of TALLAHASSEE, County of LEON, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

ARTICLE 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 purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, 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.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or

FLAGCO Holdings, North Carolina, LLC
Articles of Organization

corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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.

ARTICLE 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, managers elected by 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 majority vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to the initial managers whose names and addresses are as follows:

NELSON DAVID DIAZ, President
1132 STONY CREEK WAY
TALLAHASSEE, FLORIDA 32317

SANDRA REUS, Chief Financial Officer
2169 BAY COURT
WESTON, FLORIDA 33326

This Article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

FLAGCO Holdings, North Carolina, LLC
Articles of Organization

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company by a majority vote of the then current members.

A member's interest in the limited liability company may not be sold or otherwise transferred except with majority written consent of all 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 continue the business unless, by majority consent, the remaining members elect to dissolve the limited liability company.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by all members in equal shares upon approval of these articles and the operating agreement. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the managers. Members will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

(a) *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 the distributive share of the profits specified as follows:

Nelson D. Diaz	- 20%
James and Sandra Reus, Husband and Wife	- 20%
John Couriel and Rebecca Toonkel, Husband and Wife	- 20%
Ariel I. Pereda	- 20%
Richard Chattergoon	- 20%

The distributive share of the profits shall be determined and paid to the member(s) in accordance with the operating agreement.

FLAGCO Holdings, North Carolina, LLC
Articles of Organization

(b) *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 according to the following shares:

Nelson D. Diaz	- 20%
James and Sandra Reus, Husband and Wife	- 20%
John Couriel and Rebecca Toonkel, Husband and Wife	- 20%
Ariel I. Pereda	- 20%
Richard Chattergoon	- 20%

ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1132 STONEY CREEK WAY, City of TALLAHASSEE, County of LEON, State of Florida, and the name of the company's initial registered agent at that address is NELSON DAVID DIAZ.

The registered agent hereby accepts the appointment as registered agent, understands the duties thereof, and agrees to act in this capacity. The registered agent further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and is familiar with and accepts the obligation of the position of registered agent.


NELSON D. DIAZ

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of FLAGCO Holdings, North Carolina, LLC.

Executed by the undersigned on December 25, 2004.


Nelson D. Diaz

1132 Stoney Creek Way, Tallahassee, 32317
Address

FLAGCO Holdings, North Carolina, LLC
Articles of Organization

See RS Jan R 2169 Bay Ct
James and Sandra Reus, Husband and Wife Address WESTON, FL. 33326

Don Z Toonkel
John D. Couriel 145 W. 67th St., Apt. 21A New York, NY 10023
John D. Couriel and Rebecca L. Toonkel, Husband and Wife Address

Ariel I. Pereda 40 NE 150 Avenue Suite 303 Miami, FL 33132
Ariel I. Pereda Address

Richard Chattergoon 15840 SW 103 PL. MIAMI, FL. 33157
Richard Chattergoon Address