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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

409 EAST GAINES STREET
TALLAHASSEE, FL 32314

SUBJECT: WAYNE F. SCHMIDT PHOTOGRAPHY, LLC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☒ \$78.75 Filing Fee
& Certified Copy

☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

BSI FINANCIAL SERVICES, INC

Name (Printed or typed)

510 SAVONA COURT

Address

ALTAMONTE SPRINGS FL 32701

City, State & Zip

407-834-0337

Daytime Telephone number

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TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION
OF
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, being of legal age and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

ARTICLE I
NAME

The name of this limited liability company shall be: **WAYNE F. SCHMIDT PHOTOGRAPHY, L.L.C.**

ARTICLE II
PRINCIPAL BUSINESS OFFICE

The street Address of the principal office of this limited liability company shall be:

7603 LAKE MARSHA DRIVE, ORLANDO, FL 32819

The mailing address of this limited liability company shall be the same as the street address above.

ARTICLE III
DURATION

This limited liability company shall commence existence upon filing, and shall have perpetual existence unless sooner dissolved either according to law or as provided in the Operating Agreement adopted by the members.

ARTICLE IV
PURPOSES AND GENERAL POWERS

The general purpose of this limited liability company shall be to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act, except that special statutes for the regulation and control of specific types of business shall control when in conflict therewith. This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exist and as hereafter amended, and all such other powers as are permitted by applicable law.

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**ARTICLE V
MANAGEMENT**

This limited liability company shall be a manager-managed limited liability company, managed by a manager chooses by its member(s) in accordance with the Operating Agreement of the limited liability company.

The initial manager(s) of the Limited liability company shall be the following:

WAYNE F. SCHMIDT 7603 LAKE MARSHA DRIVE, ORLANDO, FL 32819

**ARTICLE VI
RIGHT TO CONTINUE BUSINESS**

In the event of 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 limited liability company, the remaining members shall continue the business according to the Operating Agreement adopted by the members.

**ARTICLES VII
AUTHORIZED REPRESENTATIVE**

The name and street address of the authorized representative of the member(s) to sign these Articles of Organization shall be:

**W. Bruce Woodard
BSi Financial Services, Inc.
510 Savona Court
Altamonte Springs, FL 32701**

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the initial registered office of this limited liability company shall be:

WAYNE F. SCHMIDT 7603 LAKE MARSHA DRIVE, ORLANDO, FL 32819

The limited liability company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

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ARTICLE IX INDEMNIFICATION

In addition to any rights and duties under applicable law, the limited liability company shall indemnify and hold harmless all of its members, officers, employees and agents, and former members, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said members, officers, employees and agents in their capacity as such except for any actions specifically exempted from indemnification under the terms of Section 608.4229, Florida Statutes, as it may be amended from time to time.

This article may be amended from time to time in the Operating Agreement of the limited liability company by the members of the limited liability company.

ARTICLE X CONFLICTS OF INTEREST

No Contract or other transaction between this limited liability company and any other business entity, and no act of this limited liability company, shall in any way be affected or invalidated by the fact that any of the members of this limited liability company are pecuniarily or otherwise interested in, or are the members, directors or officers of, such other business entity. Any member individually or any firm of which any member may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this limited liability company, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the members of a majority thereof, and any member of this limited liability company who is also a member, director or and officer of such other business entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the members of this limited liability company that shall authorize any such contract or transaction with like force and effect as if he or she were not such a member, director or officer of such other business entity, or not so interested.

Any conflict between this Article and Section 608.4226, Florida Statutes, as it may be amended from time to time, shall be resolved by reference to and in favor of the controlling case law attached to such statute.

This Article may be amended from time to time in the Operating Agreement of the limited liability company by the members of the limited liability company.

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**ARTICLE XI
LIMITED LIABILITY OF MEMBERS**

Except as allowed by Sections 608.4227 and 608.4228, Florida Statutes, as they may be amended from time to time, the private property of the members shall not be subject to payment of the limited liability company's debts to any extent.

This Article may be amended from time to time in the Operating Agreement of the limited liability company by the members of the limited liability company.

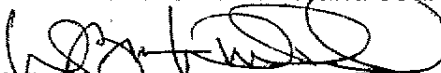
**ARTICLE XII
AMENDMENT**

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE XIII
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the authorized representative, for the purpose of forming a limited liability company under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Organization, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto hereunto set his hand and seal this the **1ST Day of March, 2005**.



W. Bruce Woodard
Authorized Representative

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TALLAHASSEE, FLORIDA

State of Florida
County of Seminole

The foregoing Articles of Organization were acknowledged before me by
W. Bruce Woodard, who is personally known to me, this the **1st Day of March,**
2005.

Alicia Hage
Notary Public
My Commission Expires

(Notarial Seal)



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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

In compliance with Section 608.415, Florida Statutes, the following is submitted:

1. The name of the limited liability company is

WAYNE F. SCHMIDT

2. The name and the Florida street address of the registered agent are

**WAYNE F. SCHMIDT
7603 LAKE MARSHA DRIVE
ORLANDO, FL 32819**

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named limited liability company, at the place designated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this the 1ST day of March, 2005.



WAYNE F. SCHMIDT
Registered Agent

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