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ARTICLES OF ORGANIZATION

OF

VSF BEACH, LLC

a Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Limited Liability Company is VSF BEACH, LLC (the "Company").

**ARTICLE II
PURPOSE**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
ADDRESS**

The mailing and street address of the Company's principal place of business is 15102 Laurel Cove Circle, Odessa, Florida 33556.

**ARTICLE IV
DURATION**

The Company's existence shall commence on the filing of these Articles with the Secretary of State, and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

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**ARTICLE V
MANAGEMENT**

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The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Operating Agreement of the Company.

**ARTICLE VI
MANAGER**

The name and address of the Manager is as follows:

Vela S. Felker
15102 Laurel Cove Circle
Odessa, Florida 33556

**ARTICLE IX
ADOPTION OF OPERATING AGREEMENT**

The members shall adopt Operating Agreement for the Company, which Operating Agreement may contain any provision for the regulations and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

**ARTICLE X
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

**ARTICLE XI
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 401 S. Lincoln Ave., Clearwater, Florida 33756. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as William K. Lovelace. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned
Manager or authorized representative of the Manager this 18th day of March, 2005. FILED

AUTHORIZED REPRESENTATIVE 22 P 2:09
OF VELA S. FELKER:

William K. Lovelace
WILLIAM K. LOVELACE, ESQUIRE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 18th day of March, 2005 by
WILLIAM K. LOVELACE, as Authorized Representative of VELA S. FELKER, who is personally
known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year
first written above.

Donna Kelley Gray
Notary Public, State of Florida
My Commission Expires:

DONNA KELLEY GRAY
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD111397
EXPIRES 04/23/2006
BONDED THRU 1-288-NOTARY1

ACCEPTANCE OF REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes and Article X of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

William K. Lovelace, Esquire
401 S. Lincoln Ave.
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.


WILLIAM K. LOVELACE, ESQUIRE