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# Quality Tree Service, Landscaping and Lawn Maintenance, LLC

209 N Seacrest Blvd Boynton Beach, FL 33435

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

March 23, 2005

RE: Illanis Security Co., LLC

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for Florida Limited Liability Company for the above named entity, together with a check in the amount of \$160.00.

This represents the cost of the Filing Fees (\$100.), the fee for Registered Agent Designation for the above named entity (\$25.), Certified Copy of the Articles of Organization for Florida Limited Liability Company (\$30.), and a Certificate of Status (\$5.).

We appreciate your cooperation in this matter. If we can provide any additional information or be of any further assistance, please do not hesitate to contact us.

Sincerely,

Illanis J. Hanna

Member, Illanis Security Co., LLC

enclosures

# ARTICLES OF ORGANIZATION

**OF** 

# ILLANIS SECURITY CO., LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

# ARTICLE ONE - NAME

The name of the limited liability company shall be Illanis Security Co., LLC ("company").

#### ARTICLE TWO - ADDRESS

The mailing address of the company is 617 Riverside Drive, Palm Beach Gardens, Florida 33410.

# ARTICLE THREE - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the State of Florida are:

Elias Hanna 617 Riverside Drive Palm Beach Gardens, FL 33410

#### ARTICLE FOUR - EFFECTIVE DATE AND DURATION

This company shall exist commencing on the date of execution and acknowledgment of these Articles of Organization and will be effective upon filing. The duration of the company shall be perpetual.

#### ARTICLE FIVE - SHARING OF PROFITS AND LOSES

The profits and losses of the company shall be shared among all then existing members of the limited liability company in accord with the ratio of the capital accounts of the members. It is anticipated that each member will contribute to the company with both cash and services. The contribution of cash by each member shall be as follows:

Illanis J. Hanna \$

While it is the goal of the members for each of them to contribute their services in roughly the same relative amounts as set forth above, the members understand that it may not be possible to

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quantify the exact nature or amount of services contributed. Thus, in determining the nature or the amount of each individual members capital account for the purposes of allocating profits losses, determining voting rights, determining management authority pursuant to Article XIX or the recovery of capital account amounts by a withdrawing member under Florida Statute 608 427, services rendered shall not be included in any calculation of the capital account.

The company may enter into separate contracts with its members setting forth specific non management services to be rendered and payment therefore. The consideration paid for the non management service shall not be considered a distribution of profits or distributions of the capital account.

# ARTICLE SIX - INITIAL MEMBERS OF THE COMPANY

This company shall have one (1) member initially. The number of members may either be increased or diminished from time to time by the member but shall never be less than one (1) or more than five (5). Additional members shall be admitted only upon the 2/3 consent of the then existing members and upon the terms and conditions set by the members. A member's interest in the company may not be assigned or transferred in whole or in part without the 2/3 consent of the then existing members and upon the terms and conditions set by those members. The names and post office addresses of the initial members who, being subject to the provisions of the Articles of Organization, the Regulations of the company, and laws of the State of Florida, are as follows:

Illanis J. Hanna 617 Riverside Drive Palm Beach Gardens, FL 33410

# ARTICLE SEVEN - AMENDMENT

This company reserves the right to amend any provision contained in these Articles of Organization or any amendment thereto. However, any such amendment must be by a 2/3 vote of the then existing members.

#### ARTICLE EIGHT - RIGHTS OF REMAINING MEMBERS

The company shall be dissolved when continuing membership of any member in the limited liability company ceases by reason of death, retirement, resignation, expulsion, bankruptcy, dissolution of a corporate member or the occurrence of any other event which makes it impossible for a member to continue. However, the then remaining members of this limited liability company may continue the business of the limited liability company upon the 2/3 consent of the remaining members so long as there remains at least two (2) remaining members to continue the business. The remaining business shall be continued upon the terms and conditions set by the remaining members at the time of any such event or occurrence.

#### ARTICLE NINE - MANAGEMENT

The management of the limited liability company is reserved for its members, management decisions shall be made by a majority of the members and all actions and power forth in these Articles may be made only by a 2/3 consent of the members.

#### ARTICLE TEN - PURPOSE

- a. The general nature of the business to be conducted and carried on by the company is for the purpose of sales, service and installation of security equipment and any other lawful business or operation permitted under the laws of the State of Florida. The scope of the business other than specifically related activities shall not increase or expand to other projects or ventures without the consent of a 2/3 majority of the members. Each member may engage in other ventures both during the existence of this company and thereafter whether similar or not, so long as each member's statutory responsibility to the company and to one another is maintained. The members are under no obligation to present additional opportunities or ventures to the company or each other.
- b. To engage in every aspect and phase of each and every lawful business or operation permitted by the law of the State of Florida, including but not limited to the right and power to manufacture, distribute, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise acquire and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest income, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.
- c. To purchase, take and lease, or exchange, hire or otherwise acquire any real or personal property, rights, or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery stores or works, insofar as the same may be pertinent to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized; so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.
- d. The company shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full authority to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated so long as

any such action or activity is solely and specifically related to the project set in Paragraph (a) above.

- e. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or, government or colony or dependency thereof, so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.
- f. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized. The said company may perform any part of its business outside the State of Florida or in any other states or colonies of the United States or in any foreign country or countries.

IN WITNESS WHEREOF, the undersigned, being each and all of the original members of the company herein above named for the purpose of forming a limited liability company to do business both without and within the State of Florida do hereby make, subscribe, acknowledge and file these Articles of Organization, hereby declaring and certifying that the facts therein states are true and correct, and have hereunto set our hands and seal this **Lot** day of March, 2005.

Illanis J. Hanna

STATE OF FLORIDA	)(	
	)(	SS
COUNTY OF PALM BEACH	)(	

Before me, a Notary Public in and for said County and State, personally appeared the above named who was a local way who acknowledged that she did sign the foregoing instrument and that the same is her free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this day of Mach 2005.

My Commission Expires:



# **DESIGNATION OF REGISTERED AGENT**

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That Illanis Security, Co., LLC, desiring to organize under the laws of the State of Florida with its principal office in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, as indicated in the Articles of Organization, has named Elias Hanna, 617 Riverside Drive, Palm Beach Gardens, FL 33410 as its agent to accept service of process within this state.

Dated: 3-16-05

Élias Hanna

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 obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated: 5-16-0

Elias Hanna

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