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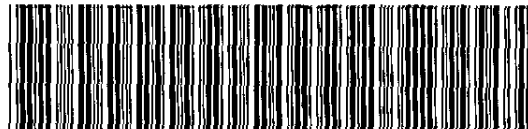
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APR 29 2005

FREDERICK C. BRAUN, P.A.

Attorney and Counselor at Law
950 North Federal Highway, Suite 108
Pompano Beach, Florida 33062

Phone (954) 942 - 2246

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

April 21, 2005

Re: Filing Articles of Organization for **EJ MORRIS INVESTMENTS & HOLDINGS, L.L.C.**

Dear Sirs or Madames:

Please find enclosed herewith the original and one copy of the Articles of Organization for **EJ MORRIS INVESTMENTS & HOLDINGS, L.L.C.** I have also enclosed a money order in the amount of \$125.00 to cover the required State of Florida filing fees (filing of Articles of Organization and designation of Registered Agent). Please return the copy, as filed in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your assistance in this matter. If you need anything further, or if you have any questions or comments in connection with this request, please do not hesitate to call on me.

Very truly yours,



Frederick C. Braun, Esq.

FCB/rw
enclosures

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**ARTICLES OF
ORGANIZATION OF**

EJ MORRIS INVESTMENTS & 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.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company shall be EJ MORRIS INVESTMENTS & HOLDINGS, LLC. The mailing address and the street address of the principal office of the Limited Liability Company is: 1711 SW 7th Avenue, Pompano Beach, Florida 33060. The Limited Liability Company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted under the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

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, 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-in-interest vote of the members of the limited liability company.

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ARTICLE IV
MANAGEMENT

This Limited Liability Company shall be a manager-managed company. It shall be managed by one or more managers. The name(s) and address(es) of the person(s) who shall serve until the first annual meeting of members or until a successor(s) is/are elected and qualified as follows:

MANAGER'S NAME	COMPLETE ADDRESS
Edward J. Morris	1711 SW 7th Avenue, Pompano Beach, Florida 33060

Management of this Limited Liability Company is reserved to its members, whose names and addresses are as follows:

MEMBER'S NAME	COMPLETE ADDRESS
Edward J. Morris	1711 SW 7th Avenue, Pompano Beach, Florida 33060

ARTICLE V
MEMBERSHIP RESTRICTIONS

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 transferred except with unanimous written consent of the 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 members.

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ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the Limited Liability Company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

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. Profits and losses shall be allocated on the basis of the agreed value, as stated in the records of the Limited Liability Company, of the contributions made by each member to the extent such contributions have been received by the Limited Liability Company and have not been returned. The distributive share of the profits shall be determined and paid to the members annually.

(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 in the same manner as the allocation of profits.

ARTICLE VIII

DURATION

This Limited Liability Company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the articles or regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

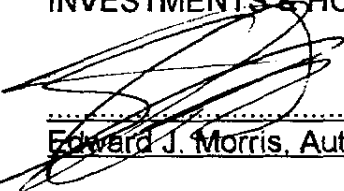
The name and street address of the Company's initial registered agent is: Frederick C. Braun, Esq., 950 North Federal Highway, Suite 100, Pompano Beach, Florida 33062.

ARTICLE X

The name and address of the Authorized Representative signing these Articles is Edward J. Morris.


Edward J. Morris, Authorized Representative

The undersigned, being a member or the authorized representative of a member of the Limited Liability Company, has executed these Articles of Organization of EJ MORRIS INVESTMENTS & HOLDINGS, LLC this 4 day of April, 2004.


Edward J. Morris, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: April 21, 2005.


Frederick C. Braun, Esq.
Registered Agent

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