

L050000045040

Smith, Thompson Shaw & Managuse
(Requestor's Name)

2075 Centre Pointe Blvd
(Address)

(Address)

Tallahassee, FL 32308
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200053660322

05/06/05--01055--008 **30.00

05/06/05--01055--002 **125.00

FILED
2005 MAY -6 PM12:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
05 MAY -6 AM11:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY - 6 2005

W05-23075
J. BRYAN MAY - 6 2005



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 6, 2005

SMITH, THOMPSON, SHAW

SUBJECT: BUILD KNOWLEDGE SERVICES, LLC
Ref. Number: W05000023075

FILED
2005 MAY -6 PM 12:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for BUILD KNOWLEDGE SERVICES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 705A00032710

ARTICLES OF ORGANIZATION OF BUILD KNOWLEDGE SERVICES, 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 Build Knowledge Services LLC and its principal office shall be located at 7022 Brighton Oaks Boulevard in the City of Navarre, State of Florida, but it 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

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business and 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 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

FILED
MAY - 6 PM 12:52
CLERK OF CORPORATION'S
TALLAHASSEE, FLORIDA

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 of 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, 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 unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until a successor elected and qualified is as follows:

A. Michael Fooladi
7022 Brighton Oaks Boulevard
Navarre, Florida 32566

FILED
2005 MAY -6 PM 12:52
DIVISION OF CORPORATIONS
TREASURY, FLORIDA

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 as provided in the operating agreement.

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 unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the three members in equal shares. Additional contributions will be made as required for investment purposes, as determined by the managing member.

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 a share of the profits pursuant to the Operating Agreement.

(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 pursuant to the operating agreement.

ARTICLE VIII. DURATION

This limited liability company shall exist until December 31, 2054 or until dissolved in a manner provided by law, or as provided in the operating agreement 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 7022 Brighton Oaks Boulevard, Navarre, Florida 32566, State of Florida, and the name of the company's initial registered agent at that address is Smith, Thompson Shaw & Manausa, P.A., 2075 Centre Pointe Boulevard, Tallahassee, Florida 32308.

FILED
2005 MAY -6 PM 12:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Build Knowledge Services, LLC.

Executed by the undersigned at Navarre, Florida on 3/20/05.

[Signature]
A. Michael Fooladi
Date: 3/20/05

[Signature]
Joe Elam
Date: 3/20/05

[Signature]
Mark Chastain
Date: 3/20/05

FAITH C. WILLIAMS
STATE OF FLORIDA
NOTARY PUBLIC
MY COMMISSION EXPIRES 2/03/2007
COMMISSION NO. DD 182374

[Signature] 3-20-05
My Commission Expires 2/03/2007

FILED
2005 MAY -6 PM 12:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

State of Florida
County of Leon

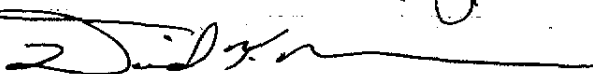
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Build Knowledge Services, LLC.

The name of the registered agent for Build Knowledge Services, LLC is David K. Minacci of Smith, Thompson, Shaw & Manausa, P.A. and the street address of the company's principal office where the agent is located is 2075 Centre Pointe Boulevard, Tallahassee, Florida 32308.

This statement is to acknowledge that, as indicated above, Build Knowledge Services, LLC has appointed David K. Minacci of Smith, Thompson, Shaw & Manausa, P.A., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 the obligations of my position as registered agent.

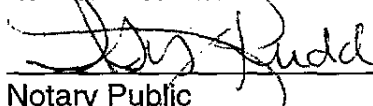
Dated this 6th day of May 2005.



David K. Minacci
Smith, Thompson, Shaw & Manausa, P.A.

Date: May 16, 2005

The foregoing instrument was acknowledged before me this 6th day of May 2005 by David K. Minacci, agent on behalf of Build Knowledge Services, LLC, a limited liability company. He is personally known to me or has produced _____ as identification.



Notary Public

My Commission Expires:



ISIS J. RUDD
MY COMMISSION # DD 132547
EXPIRES: July 9, 2006
Bonded Thru Budget Notary Services

FILED
2005 MAY -6 PM 12:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA