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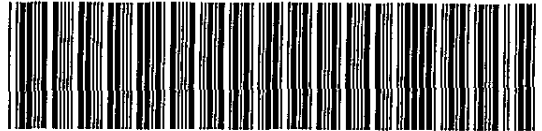
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**NOONAN & ASSOCIATES, INC.  
4502 Southhampton Ct.  
Tampa, Florida 33623**

**(813) 969-4021**

April 21, 2005

Florida Department of State  
Box 6327  
Tallahassee, Florida 32314

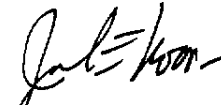
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for RLD, L.L.C. and a check in the amount of \$155.00 payable to the Florida Department of State covering the filing fee, Certified Copy fee and Registered Agent Fee.

Please return one certified copy of the Articles of Organization of RLD, L.L.C. to the undersigned at the address in the letterhead. If you have any question, please feel free to contact me at (813) 508-5554 or at the telephone number shown in the letterhead.

Thank you for your assistance.

Sincerely,



John F. Noonan

**ARTICLES OF ORGANIZATION**

**OF**

**RLD L.L.C.**

I, the undersigned, do hereby certify that we come this day for the purpose of forming a limited liability company under the law of the State of Florida.

**ARTICLE I**

**Name**

The name of the limited liability company is RLD, L.L.C.

**ARTICLE II**

**Address and Place of Business**

RLD, L.L.C.  
c/o Christopher Daniels  
3410 South Lightner Drive  
Tampa, FL 33629

**ARTICLE III**

**Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue in perpetuity, or until dissolved in a manner provided by law or by regulation adopted by the Members of the limited liability company.

**ARTICLE IV**

**Purpose**

The limited liability company may engage in the transaction of any and all business for which the limited liability company may be formed under the law of the State of Florida

**ARTICLE V**

**General Powers**

The limited liability company shall have the power to:

- (a) Purchase, take, receive, lease and otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.

- (b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.
- (c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, use or deal in or with:
  - (i) Shares or other interest in or obligation of other foreign or domestic limited liability companies, domestic or foreign corporation, associations, general or limited partnerships or individuals or,
  - (ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.
- (d) Make contracts or guarantees or incur liabilities, borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchise or income
- (e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested
- (f) Conduct its business, carry on its operation and have offices, exercise the powers granted by Florida law, within or without the State of Florida
- (g) Elect or appoint manager and agents, define their duties and fix their compensation
- (h) Make and alter regulations not consistent with the Articles of Organization or the law of the State of Florida
- (i) Make donation to the public welfare or for charitable, scientific or educational purposes
- (j) Indemnify a Member or Manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agent of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party
- (k) Cease its activities and surrender this Certificate of Organization

- (l) Have and exercise all powers necessary or convenient to effect any or all of the purpose for which the limited liability company is organized
- (m) Transact any lawful business which the Members or the manager finds to be in aid of governmental policy
- (n) Pay pensions and establish pension plans, profit sharing and other incentives plans for any or all of its managers and employees
- (o) Be a promoter, incorporator, general partner, limited partner, Member, associate or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise
- (p) Have and exercise all other powers necessary or convenient to effect its purposes

#### **ARTICLE VI** **Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 3410 South Lightner Drive, Tampa, Florida 33629 and the initial registered agent at such address is Christopher Daniels. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Christopher Daniels is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

#### **ARTICLE VII** **Initial Capital Contributions**

The total amount of cash and the description and agreed value of the property other than cash initially contributed to the limited liability company by its member of as follows:

Robert L. Daniels	\$50.00
Christopher Daniels	\$50.00

#### **ARTICLE VIII** **Addition Contribution**

Additional contribution, if any, will be made by the Members as provided in the regulation adopted by the Members

## **ARTICLE IX**

### **Management**

The management of the limited liability company, unless otherwise provided in the articles of organization, the regulation or by written agreement of the members, shall be vested in its members in proportion to their contribution to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The name and address of the Member Managers are:

Christopher Daniels  
3410 South Lightner Drive  
Tampa, FL 33629

Robert I. Daniels  
146 Carphill Circle  
Frankland TN37069

## **ARTICLE X**

### **Continuity of Business**

The limited liability company may increase the number of members at any time. In the event of an increase in the number of member and upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease or the limited liability shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining Members. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a member, all contracts executed by such member in an individual or representative capacity shall survive and shall inure to the benefit of the limited liability company.

## **ARTICLE XI**

### **Restriction of Membership**

No new member shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the members. Additional restriction and conditions on membership may be set forth in the regulations adopted by the members.

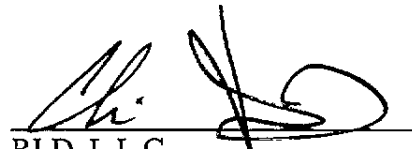
**ARTICLE XII**  
**Regulation**

The member of the limited liability company shall adopt regulations which shall also act as the operating agreement of the members pertaining to the regulation, management and the affairs of the limited liability company, provided that such regulation shall not be inconsistent with these Article of Organization or with the laws of the State of Florida. The regulation shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

**ARTICLE XIII**  
**Acknowledgement**

I, the undersigned, being all members of the limited liability company, do hereby certify that the foregoing constitutes the proposed Article of Organization of RLD, L.L.C. These Articles of Organization may be amended from time to time by the unanimous agreement or consent of the member, in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed these Article of Organization this the 28<sup>th</sup> day of April 2005

  
\_\_\_\_\_  
RLD, L.L.C.  
By Christopher Daniels

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT AND  
REGISTERED OFFICE IN THE STATE OF FLORIDA

- 1 The name of the limited liability company is: RLD, L.L.C.
2. The name and address of the registered agent and office is;

Christopher Daniels  
3410 South Lightner Drive  
Tampa, FL 33629

Having been named as registered agent and to accept service 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 related 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 21<sup>st</sup> day of April, 2005

  
Christopher Daniels