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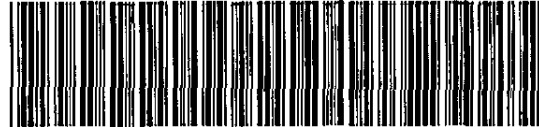
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## **John Hugh Shannon**

a professional association  
Attorneys and Counsellors at Law

John Hugh Shannon  
Civil Trial Board Certified  
Workers' Compensation Board Certified

September 2, 2005

5300 South Florida Avenue  
Suite E-1  
Lakeland, Florida 33813-2519  
(863) 619-7464

Attn: Eglis

Facsimile Copy:  
(863) 619-8276

[johnhugh@johnhughshannon.com](mailto:johnhugh@johnhughshannon.com)

Division of Corporations  
Registration Sections  
Post Office 6327  
Tallahassee, FL 32314

Re: G&S-Brown, LLC

Dear Sir/Madam:

Enclosed herewith are the Articles of Organization for filing and Check No. 16233 for \$130.00 the filing fees and Certificate of Status, which are self-explanatory. Please return all correspondence concerning this matter to our office. Should you have any questions, please do not hesitate to contact Eglis in our office.

On behalf of G&S-Brown, LLC and myself, we appreciate your cooperation and expeditious response.

Very truly yours,

John Hugh Shannon

JHS:en

cc: Mr. Mark D. Brown  
Mr. Jim Graves

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CLERK OF COURT  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
G&S-BROWN, 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  
G&S-BROWN, LLC**

1.1 The name of the limited liability company shall be G&S-Brown, LLC, and its initial principal office shall be located at 4945 Southfork Drive in the City of Lakeland, County of Polk, 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**

2.1 In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

2.1.1 To engage in any activity or business authorized under the Florida Statutes.

2.1.2 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

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set forth in these Articles to the same extent as a natural person might or could do.

2.1.3 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.

2.1.4 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.

2.1.5 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 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.

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2.1.6 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.

2.2 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 and powers.

2.3 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**

3.1 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.

3.2 These Articles 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.

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**ARTICLE IV  
MANAGEMENT**

4.1 This limited liability company is to be managed by the members of this limited liability company, and initiated by the members whose names and addresses at the end of these Articles.

**ARTICLE V  
MEMBERSHIP RESTRICTIONS**

5.1 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.

5.2 A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all 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 this limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

5.3 The initial members of the LLC and their respective ownership interest of the LLC, is a hereinafter listed:

**Member and Address**

Mark Brown Construction, Inc.  
4945 Southfork Drive  
Lakeland, FL 33813

G&S Holdings, LLC.  
185 South Swan Road  
Jackson, WY 83002

**Ownership Interest**

1/3

2/3

**ARTICLE VI  
CAPITAL CONTRIBUTIONS**

6.1 Capital contributions in the amount Five Hundred Dollars and No/100 (\$500.00) cash shall be paid to the limited liability company by each member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

6.2 Members will make contributions in such portions and under such terms and conditions, receiving books such repayment, profits, and loss, as each investment agreement so provides.

**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 expense of conducting the business of the limited liability company. Each member shall be entitled to such distributive share of the profits as such investment agreement so provides.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be taken as provided in the investment agreement as for any particular investment the members agree for such investment.

**ARTICLE VIII  
DURATION**

8.1 This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

9.1 The address of the initial registered office of the limited liability company is 4945 Southfork Drive, City of Lakeland, County of Polk, State of Florida, and the name of the company's initial registered agent at that address is Mark Brown. The undersigned, being one of the initial members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of G&S-Brown, LLC.

EXECUTED by the undersigned on 8/25/05.

Mark Brown Construction, Inc.

By: Mark Brown

Mark Brown, President  
4945 Southfork Drive  
Lakeland, FL 33813  
Initial Member

G&S Holdings, LLC.

By: Jim Grayes

Jim Grayes, Managing Member  
185 South Swan Road  
Jackson, WY 83002  
Initial Member

**ACCEPTANCE OF RESIDENT AGENT**

Pursuant to s. 608.415, Florida Statutes, I, Mark Brown, agree and accept the appointment as Resident Agent for G&S-Brown, LLC, and that I am familiar with the obligations of that position.

DATED this date of 8/25/05.

Mark Brown 8/25/05  
Mark Brown, Resident Agent