

L05000095657

(Requestor's Name)

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☐ PICK-UP

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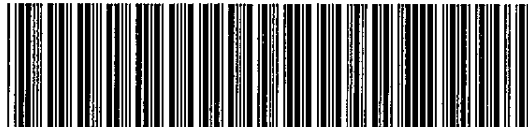
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/26/05--D1024--005 **155.00

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05 SEP 26 AM 11:46

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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05 SEP 29 AM 10:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

J & G Consulting & Development, LLC

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05 SEP 29 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: *WV*

Name _____

Date *9/26*

Time *11:00*

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

✓ *_____* L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

✓ *_____* Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 26, 2005

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: J & G CONSULTING AND DEVELOPMENT, LLC
Ref. Number: W05000044360

Corrected
FILED
SEP 29 AM 10:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

We have received your document for J & G CONSULTING AND DEVELOPMENT, 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):

Please note that we have RETAINED your \$155.00 payment.

As requested, we are returning this document UNFILED.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 005A00058628

Corrected please file!
Thanks

RECEIVED
05 SEP 29 AM 9:10
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
J & G CONSULTING AND DEVELOPMENT, LLC.
a Florida Limited Liability Company**

FILED
05 SEP 29 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 J & G CONSULTING AND DEVELOPMENT, L.L.C., and its principal office shall be located at 4212 Caloosa Drive, in the City of Palmetto, County of Manatee, State of Florida 34221, 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 or 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 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 and 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 two (2) managers. The names and addresses of the persons who shall serve until the first annual meeting of members or until their successors are elected and qualified are as follows:

NAME	ADDRESS
JOHN E. CLARK	4212 CALOOSA DRIVE PALMETTO, FL 34221
VIRGINIA A. CLARK	4212 CALOOSA DRIVE PALMETTO, FL 34221

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 all 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 unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**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 an equal distributive share of the profits or to the distributive share of the profits specified as follows:

PERCENTAGE OF OWNERSHIP	OWNER ENTITY
Fifty (50.0 %) Percent	JOHN E. CLARK
Fifty (50.0 %) Percent	VIRGINIA A. CLARK

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being October 1, 2005.

(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 equal shares or the following shares:

NAME	PERCENTAGE
Fifty (50.0 %) Percent	JOHN E. CLARK
Fifty (50.0 %) Percent	VIRGINIA A. CLARK

**ARTICLE VIII
DURATION**

This limited liability company shall exist until October 1, 2030, or until dissolved in a manner provided by law, or as provided in the regulations 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 4212 Caloosa Drive, City of Palmetto, County of Manatee, State of Florida 34221, and the name of the company's initial registered agent at that address is JOHN E. CLARK.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of J & G CONSULTING AND DEVELOPMENT, L.L.C.

Executed by the undersigned at Bradenton, Manatee County, Florida on the 23 day of September, 2005.

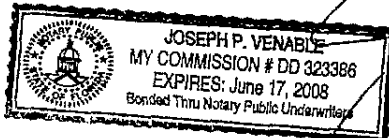

JOHN E. CLARK, Member

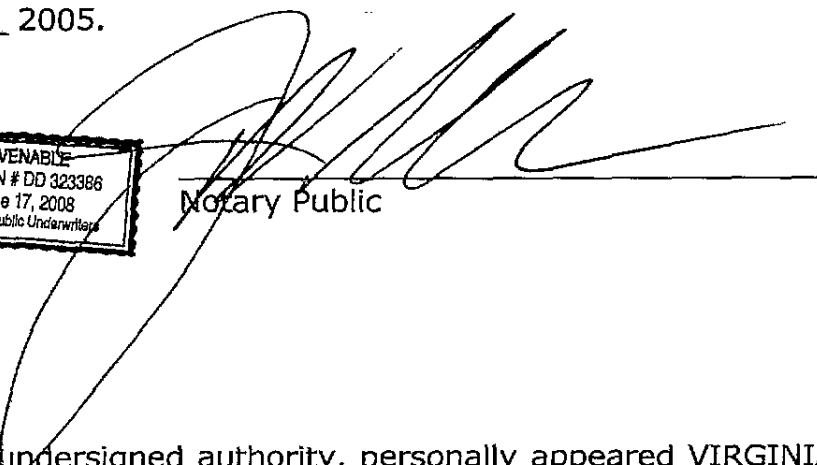

VIRGINIA A. CLARK, Member

**STATE OF FLORIDA
COUNTY OF MANATEE**

BEFORE ME, the undersigned authority, personally appeared JOHN E. CLARK, to me known to be the person who executed the foregoing and he acknowledged before me that he executed same for the purposes therein expressed, and that he is personally known to me or has produced Driver's License for identification and did not take an oath.

WITNESS my hand and official seal this 23 day of September 2005.

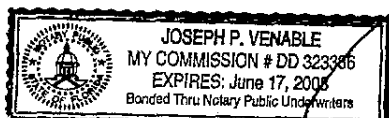



Notary Public

**STATE OF FLORIDA
COUNTY OF MANATEE**

BEFORE ME, the undersigned authority, personally appeared VIRGINIA A. CLARK, to me known to be the person who executed the foregoing and she acknowledged before me that she executed same for the purposes therein expressed, and that she is personally known to me or has produced Driver's License for identification and did not take an oath.

WITNESS my hand and official seal this 23 day of September 2005.




Notary Public

DESIGNATION OF REGISTERED AGENT AND OFFICE

State of Florida
County of Manatee

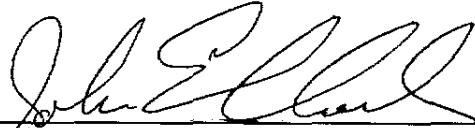
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

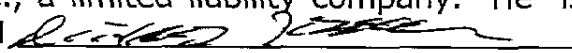
The name of the limited liability company is J & G CONSULTING AND DEVELOPMENT, L.L.C.

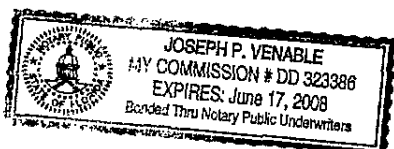
The name of the registered agent for J & G CONSULTING AND DEVELOPMENT, L.L.C. is JOHN E. CLARK and the street address of the company's principal office where the agent is located is 4212 Caloosa Drive, Palmetto, FL 34221.

This statement is to acknowledge that, as indicated above, J & G CONSULTING AND DEVELOPMENT, L.L.C. has appointed me, JOHN E. CLARK 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 the 23 day of September, 2005


JOHN E. CLARK, Registered Agent

The foregoing instrument was acknowledged before me this 23 day of September, 2005 by JOHN E. CLARK, agent on behalf of J & G CONSULTING AND DEVELOPMENT, L.L.C., a limited liability company. He is personally known to me or has produced  as identification.




Notary Public