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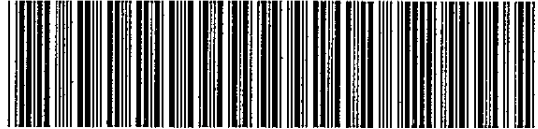
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers OCT 03 2005

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Fabow LLC

(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard C. Langford

(Name of Person)

Richard C. Langford, Attorney at Law

(Firm/Company)

PO Box 868

(Address)

Bartow, FL 33831

(City/State and Zip Code)

For further information concerning this matter, please call:

Richard C. Langford

(Name of Person)

at (863) 534-1041

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
FABOW LLC, a Florida Limited Liability Company (FS § 608.407)**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE I

NAME

The name of this company shall be Fabow I LC.

ARTICLE II

DURATION/ CONTINUATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by 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, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III

ADDRESS

The mailing address is:

Principal Office Address:

7210 Pinchaven Dr.
Lakeland, Florida 33810

Mailing Address:

PO Box 7216
Lakeland, Florida 33807

ARTICLE IV

**REGISTERED AGENT, REGISTERED
OFFICE, & REGISTERED AGENT'S SIGNATURE**

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The name and the Florida street address of the initial registered agent and the office for this company is as follows:

James T. Brunson
7210 Pinehaven Dr.
Lakeland, Florida 33810

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS: and TERMS and CONDITIONS OF SUCH ADMISSIONS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such a new Member, in the manner set forth in the Bylaws of this Company.

ARTICLE VI

RIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE VII

MANAGEMENT OF THE COMPANY

The business of the Company shall be managed by:

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGMR" = Managing Member

Name and Address:

MGMR

James T. Brunson
PO Box 7216
Lakeland, Florida 33807

ARTICLE VIII
OPTIONAL PROVISIONS

Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

Regulations of Company. The power to adopt, alter, amend or repeal the regulation of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records).

Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this

company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

Withdrawal or Reduction of Member's Contributions to Capital.

1. A Member shall not receive out of the Company property any part of his or her or its contribution to capital until:
 - (a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,
 - (b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,
 - (c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

ARTICLE IX
UNITS OF EQUITY OWNERSHIP

Section A. **Authorized Units of Equity Ownership.** The maximum number of units of equity ownership units Fabow LLC. is authorized to have outstanding is 1,000,000 units, all of which shall be identical units.

Section B. **First Lien.** The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member of the Company.

Section C. **Pre-emptive Rights of Members.** The Company elects to have pre-emptive rights applicable to its units in the manner and to the extent set forth below. The Members of the Company shall have the right to acquire proportional amounts of the Company's unissued units upon the decision of the Company to issue them and shall be provided a fair and reasonable opportunity to exercise such right on uniform terms and conditions prescribed by the Company. Such pre-emptive right may be waived by a Member and written evidence of such waiver shall be irrevocable notwithstanding the fact that it is unsupported by consideration. The pre-emptive

right described above shall not apply with respect to: units issued as compensation to Officers, agents or employees of the Company, its subsidiaries or affiliates; units issued to satisfy option rights created to provide compensation to Officers, agents or employees of the Company, its subsidiaries or affiliates; units authorized in these Articles of Organization that are issued within three months from the effective date of the beginning of the Company's existence and units sold otherwise than for money. Any units which are subject to the pre-emptive rights set forth herein that are not acquired by Members may be issued to any person for a period of one month after being offered to Members at a consideration set by the Company that is not lower than the consideration set for the exercise of pre-emptive rights. The Company's offer of such units at a lower consideration or after the expiration of said one-month period is subject to the pre-emptive rights described herein.

Section D. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

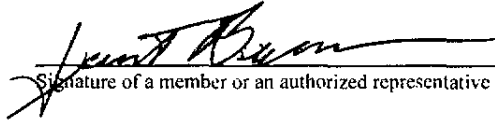
Section E. Limit on Number of Members. All of the Company's issued units shall be held of record by not more than _____ persons.

Section F. Right to Redeem Units. Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section G. Transfer of Units of Indebted member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and

seals this _____ day of _____, 2005.



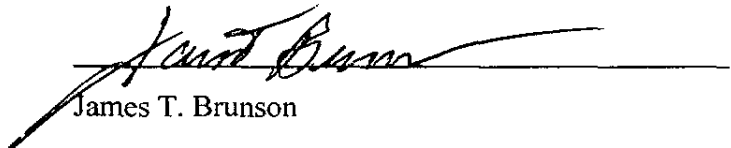
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James T. Brunson

Typed or printed name of signee

Having been named as registered agent and to accept service of 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 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 as provided for in Chapter 608, F.S..




James T. Brunson

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, Fabow LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Fabow LLC.
2. The name and address of the registered agent in Florida are:
James T. Brunson
7210 Pinchaven Dr.
Lakeland, FL 33810
(Post office box is not acceptable.)

The undersigned, being the person named in the articles of organization of Fabow LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


James T. Brunson
Registered Agent

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