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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Cuttin' Up LLC

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M. HODGES

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ARTICLES OF ORGANIZATION
OF
CUTTIN' UP, L.L.C.

ARTICLE I
NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of **CUTTIN' UP, L.L.C.**

ARTICLE II
PURPOSES AND POWERS

The Limited Liability Company may engage in any lawful activity or business permitted under the laws of the United States and the State of Florida. The Limited Liability Company has the power to do all things necessary or convenient to carry out its lawful business and affairs, including, without limitation, those powers specifically enumerated in Chapter 608 of the Florida Statutes.

ARTICLE III
DURATION; DISSOLUTION

The Limited Liability Company shall continue in existence in perpetually, unless the Limited Liability Company is earlier dissolved and its affairs wound-up in accordance with the provisions of these Articles of Organization, Chapter 608 of the Florida Statutes, or under the Operating Agreement and/or Regulations of the Limited Liability Company. The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any event which terminates the continued membership of any Member as a matter of law, unless more than fifty percent (50%) in interest of the remaining Members consent to the continued existence of the Limited Liability Company within ninety (90) days after the occurrence of such event.

ARTICLE IV
PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company with the State of Florida shall be:

2249 Ringling Boulevard
Sarasota, FL 34237

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**ARTICLE V
INITIAL REGISTERED AGENT/OFFICE**

The Limited Liability Company's registered office and its initial registered agent shall be:

John J. Lyons, Esq.
Lyons, Beaudry & Harrison, P.A.
1605 Main Street, Suite 1111
Sarasota, FL 34236

**ARTICLE VI
ADMITTANCE OF NEW MEMBERS**

No new Member shall be admitted without the prior written consent of more than fifty percent (50%) in interest of all Members. A Member shall not so consent unless the proposed new Member shall accept, in a form satisfactory to the Managers, all the terms and conditions of the Operation Agreement and/or Regulations of the Limited Liability Company, including the representations and warranties contained therein and the proposed new Member shall have furnished the Limited Liability Company with an opinion of counsel, satisfactory in form and substance to such Members that the proposed transfer will not violate any federal or applicable state securities law and that the proposed transfer will not adversely affect the Limited Liability Company from being taxed as a partnership for federal income tax purposes.

**ARTICLE VII
MANAGEMENT AND POWERS**

The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected by more than fifty percent (50%) in interest of the Members. All such powers of the Limited Liability Company shall be exercised only by or under the authority of such Manager(s), except as otherwise provided by law, Chapter 608 of the Florida Statutes, these Articles of Organization, the Operating Agreement and/or the Regulations of the Limited Liability Company. The following is a list of names and addresses of the duly elected Manager(s), each to serve until their successor shall have been duly elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
Matthew G. Owen	950 S. Brink Avenue Sarasota, FL 34237

(H05000293330 3)

**ARTICLE VIII
INDEMNIFICATION**

The Limited Liability Company shall indemnify the Manager(s) and Member(s) to the fullest extent permitted or required by the Act, as amended from time to time. The Limited Liability Company may also indemnify its employees and other representatives or agents up to the fullest extent permitted under the Chapter 608 of the Florida Statutes or other applicable law, provided that the indemnification in each such situation is first approved by a majority of the Members.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of CUTTIN' UP, L.L.C.

Executed by the undersigned at Sarasota, Florida on the 28 day of December 2005.


MATTHEW G. OWEN

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 28 day of December 2005, by Matthew G. Owen, who is personally known to me [☒] or who produced FL Driver's License as identification.


Notary Public

Printed Name

ANNETTE WILSON

My Commission Expires:



(H05000293330 3)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Section 608.415, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **CUTTIN' UP, L.L.C.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at the City of Sarasota, County of Sarasota, State of Florida, has named **John J. Lyons, Esq., Lyons, Beaudry & Harrison, P.A., 1605 Main Street, Suite 1111, Sarasota, FL 34236**, County of Sarasota, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby state that I am familiar with obligations of said position and accept to act in this capacity and agree to comply with the provision of said Act.



JOHN J. LYONS, ESQ.
Resident Agent

(H05000293330 3)