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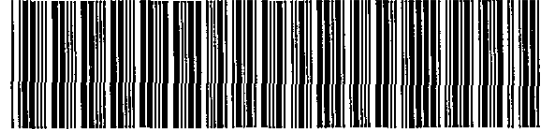
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DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 832103 8820A

AUTHORIZATION :

COST LIMIT : 165.00

ORDER DATE : January 25, 2006

ORDER TIME : 12:58 PM

ORDER NO. : 832103-005

CUSTOMER NO: 8820A

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: DANCE FACTORY, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris - EXT. 2937

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION OF THE DANCE FACTORY, LLC

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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 the DANCE FACTORY LLC. The mailing address and the street address of the principal office of this dance instruction studio consisting of ballet, jazz, tap, acrobatics, modern, lyrical and hip-hop is 10290 Elnora Street, Spring Hill, Hernando County, Florida 34608, 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 power 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 persons might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business goodwill, rights, assets, and liabilities or 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 as 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 covenant 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 along 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 seemed or construed as authorizing or permitted, 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. MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until her successor is elected and qualified is JENNIFER L. D'ANGELO, 10290 Elnora Street, Spring Hill, FL 34608. 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. DURATION

This limited liability company shall exist until dissolved in a manner provided by law.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the limited liability company for service of process is 10290 Elnora Street, Spring Hill, Florida 34608. The name of the limited liability company's initial registered agent for service of process in Florida at that address is JENNIFER L. D'ANGELO.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of the DANCE FACTORY LLC.

ARTICLE VI. ORGANIZERS

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the Articles of Organization of the DANCE FACTORY LLC.

JENNIFER L. D'ANGELO, 10290 Elnora Street, Spring Hill, FL 34609

RICHARD M. D'ANGELO, JR., 10290 Elnora Street, Spring Hill, FL 34609

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Organization at Spring Hill, Hernando County, Florida on this 2nd day of January, 2006.

I hereby accept appointment as agent and agree to act in this capacity.


JENNIFER L. D'ANGELO
Registered Agent

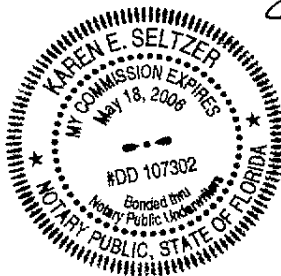

RICHARD M. D'ANGELO, JR.

STATE OF FLORIDA
COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JENNIFER L. D'ANGELO and RICHARD M. D'ANGELO, JR., to me well known to be the persons described in the foregoing Articles of Organization, who acknowledged to me that they signed the aforesaid Articles of Organization as their free and voluntary act and deed for the uses and purposes therein set forth and expressed

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of January, 2006.

My Commission Expires:




Notary Public