

## Florida Department of State

Division of Corporations

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS**FLORIDA/FOREIGN LIMITED LIABILITY CO.****BRIGHTWATER TECHNOLOGY, LLC**

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H06000025868 3

**ARTICLES OF ORGANIZATION  
OF  
BRIGHTWATER TECHNOLOGY, LLC**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, hereby adopts the following Articles of Organization.

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Company is BRIGHTWATER TECHNOLOGY, LLC, and its principal office and mailing address is 9723 Oak Street N.E., St. Petersburg, Florida 33702.

**ARTICLE 2: MEMBERS RIGHTS TO CONTINUE BUSINESS**

The period of duration for the Limited Liability Company shall be thirty (30) years, unless terminated earlier by death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrences of any other event which terminates the continued membership of a member, unless the business of the Limited Liability Company is continued by the consent of all of the remaining members.

**ARTICLE 3: PURPOSE**

The Limited Liability company has been organized for any lawful purpose under Florida law, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

**ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Company is located at 9723 Oak Street N.E., St. Petersburg, Florida 33702 and the name of the initial registered agent is Michael Morrow.

**ARTICLE 5: MANAGEMENT**

The management of the Limited Liability Company shall be vested in the members of the Limited Liability Company, as from time to time as elected by the members of the Limited Liability Company.

The initial managers of the Limited Liability Company are:

Michael Morrow  
Maria C. Morrow  
Scott Kaylor  
Theresa B. Kaylor

Prepared by:  
Peter J. Vasti, Esq.  
FBN: 0506311  
Fisher & Sauls, P.A.  
P.O. Box 387  
St. Petersburg, FL 33731  
(727) 822-2033

H06000025868 3

ARTICLE 6: ADMISSION OF ADDITIONAL MEMBERS

The initial members of the Limited Liability Company shall be Michael Morrow, Maria C. Morrow, Scott Kaylor and Theresa B. Kaylor. No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE 7: AMENDMENTS OF OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of this Limited Liability Company shall be vested in the Members of the Limited Liability Company.

ARTICLE 8: TRANSFERABILITY OF MEMBER'S INTEREST

The beneficial interest of a Member of this Limited Liability 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 this Limited Liability 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 Limited Liability 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.

ARTICLE 9: WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

A withdrawing Member shall not receive out of the Company any distribution until all liabilities of this Limited Liability Company, except liabilities to members on account of their contributions to capital, do not exceed the value of the Limited Liability Company's assets.

24 IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this  
day of JANUARY, 2006.

  
Michael Morrow

  
Maria C. Morrow

  
Scott Kaylor

  
Theresa B. Kaylor

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STUART COUNTY  
DIVISION OF CLERK OF SUPERIOR COURT

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of BRIGHTWATER TECHNOLOGY, LLC, set forth above, 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.

Dated this 24 day of JANUARY, 2006.

  
Michael Morrow, Registered Agent

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