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From:

Account Name : BORDELON LAW FIRM, P.L.  
Account Number : I20050000195  
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

THE FLIP FLOP SHOP, L.L.C.

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## ARTICLES OF ORGANIZATION

### OF

### THE FLIP FLOP SHOP, L.L.C.

The undersigned, being authorized to execute and file these Articles on behalf of the members for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, does hereby certify and adopt these Articles of Organization.

#### ARTICLE I - NAME

The name of the limited liability company shall be "THE FLIP FLOP SHOP, L.L.C." ("Company").

#### ARTICLE II - ADDRESS

The mailing address of the principal office of the Company shall be 2721 Gulf Breeze Parkway, Gulf Breeze, Florida, 32563 and the street address of the principal office of the Company shall be 2721 Gulf Breeze Parkway, Gulf Breeze, Florida, 32563.

#### ARTICLE III - DURATION

The Company shall commence on the date of filing these Articles of Organization with the Florida Department of State and the Company's existence shall be perpetual.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Bordelon & Schultz Law Firm, P.L., 2721 Gulf Breeze Parkway, Gulf Breeze, Florida, 32563.

#### ARTICLE V - CAPITAL CONTRIBUTIONS

The cash and/or property contributed to the Company by its members and the members' obligations to make additional contributions to the Company shall be as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

#### ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may not be admitted except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members. Members' interests in the Company may not be transferred except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

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**ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, withdrawal, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

**ARTICLE VIII - MANAGEMENT**

The Company shall be member-managed in accordance with the Operating Agreement of the Company as adopted and agreed upon by the members.

**ARTICLE IX - AMENDMENT**

These Articles of Organization and the Operating Agreement of the Company may be amended from time to time as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

IN WITNESS WHEREOF, the undersigned hereby acknowledges and executes these Articles of Organization on behalf of and as an authorized representative of the members and of the Company.



KERRY ANNE SCHULTZ, Organizer

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF SANTA ROSA

Sworn to and subscribed before me this 15<sup>th</sup> day of February, 2006, by Kerry Anne Schultz who (✓) is personally known to me or who ( ) has produced \_\_\_\_\_, as identification and who did not take an oath.



NOTARY PUBLIC

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



Brenda Lewis  
MY COMMISSION # DD252273 EXPIRES  
September 21, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF DESIGNATION AS  
RESIDENT AGENT**

**BORDELON & SCHULTZ LAW FIRM, P.L.**, the designated resident agent of **THE FLIP FLOP SHOP, L.L.C.**, do hereby certify that its address is **2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563**, do hereby accept the designation and appointment as resident agent of **THE FLIP FLOP SHOP, L.L.C.**, a Florida Limited Liability Company, and am familiar with and accept the duties and obligations of registered agent.

Dated this 15<sup>th</sup> day of February, 2006.

**BORDELON & SCHULTZ LAW FIRM, P.L.**

By: [Signature]

Its: [Signature]

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FLORIDA

**STATE OF FLORIDA**

**COUNTY OF SANTA ROSA**

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of February, 2006, by **Kerry Anne Schultz** who (✓) is personally known to me or who ( ) has produced a driver's license as identification and has taken an oath.

[Signature]

**NOTARY PUBLIC**

Commission No.

My Commission Expires:



Brenda Lewis  
MY COMMISSION # DD252273 EXPIRES  
September 21, 2007  
"HONOR THOU THY FATHER IN LAW"