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2006 FEB 22 P 1:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SIEMON & LARSEN, P.A.

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Mizner Park
433 Plaza Real, Suite 339, Boca Raton, Florida 33432
Telephone (561) 368-3808 - Facsimile (561) 368-4008
E-Mail - info@siemonlarsen.com

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 21, 2006

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

Re: Filing of Articles of Organization

To Whom It May Concern:

Please find enclosed the executed original and one (1) copy of the Articles of Organization for A Cut Above, LLC. Also enclosed is the required fee in the amount of \$160.00 for filing and a Certificate of Status. Please send the Certificate of Status to our office.

Sincerely,



Mark A. Rothenberg

Enclosure

COVER LETTER

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TO: Registration Section
Division of Corporations

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SUBJECT: A Cut Above, LLC
(Name of Limited Liability Company)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Please return all correspondence concerning this matter to the following:

Mark Rothenberg

(Name of Person)

Siemon & Larsen, P.A.

(Firm/Company)

433 Plaza Real, Suite 339

(Address)

Boca Raton, Florida 33432

(City/State and Zip Code)

For further information concerning this matter, please call:

Mark Rothenberg

(Name of Person)

at (561) 368-3808

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee & Certified Copy
(additional copy is enclosed) | <input checked="" type="checkbox"/> \$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

This instrument was prepared by:
Mark A. Rothenberg, Esq.
433 Plaza Real, Suite 339
Boca Raton, FL 33432

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF A CUT ABOVE, LIMITED LIABILITY COMPANY

The undersigned certifies 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.

The name of the limited liability company shall be A Cut Above, LLC and shall have its principal office at 16301 SW 62nd Street, Southwest Ranches, Florida 33331, but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

ARTICLE II. PURPOSES AND POWERS

This limited liability company is established and executed between the incorporators for the purpose of acquiring, developing, renting and/or selling land in the City of Key Largo, Florida and shall have the following general rights and powers:

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 person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of 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 so 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.

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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 convenient 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 alone 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.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the member(s) of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the member(s) of the limited liability company.

ARTICLE IV. MEMBERS AND MANAGEMENT

The sole member of this limited liability company shall be Billy D Kidd. Management of this limited liability company is reserved to its managing member, whose name and address follow:

Billy D Kidd
16301 SW 62nd Street,
Southwest Ranches, Florida 33331

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ARTICLE V. MEMBERSHIP RESTRICTIONS

Member(s) shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions shall be made in accordance with the terms of an Operating Agreement to be established and adopted upon establishment of the LLC.

ARTICLE VII. PROFITS AND LOSSES

Capital contributions shall be made in accordance with the terms of an Operating Agreement to be established and adopted upon establishment of the LLC.

ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by the Operating Agreement.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 433 Plaza Real, Ste. 339 Boca Raton, Florida 33432 and the name of the company's initial registered agent at that address is Mark Rothenberg, Esq.

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the Articles of Organization of A Cut Above, LLC.

SIGNATURE PAGE TO FOLLOW

Executed by the undersigned at Boca Raton, Florida this February 21, 2006.


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IN WITNESS WHEREOF, the undersigned parties have signed this Agreement as of the day and year first above written.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INCORPORATOR:

(1) 
Billy D Kidd

CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in the certificate, I hereby accept appointment as a 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, Florida Statutes.

Signature of Registered Agent:

