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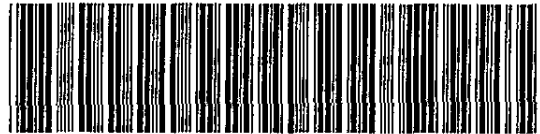
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M. HODGES

**Tom H. Billiris, P.A.**  
**Attorney At Law**

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Business Intermediary

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March 2, 2006

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Fl. 32314

RE: Makamadi, LLC

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Organization for the above-described entity. Also, please find a check for the appropriate fees for filing, certification, and certificate of status.

Please filing this as soon as possible and return copies to the address shown above.

Thank you.

Sincerely,

  
Tom H. Billiris

THB/tb  
Enclosures

Articles of Organization  
For  
MAKAMADI, LLC.

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under Florida Statutes Chapter 608.

**1. Name of LLC.**

The name of the limited liability company is MAKAMADI, LLC.

**2. Registered Office of LLC.**

The street address of the registered office in The State of Florida is 290 Causeway Blvd., Dunedin, Fl. 34698.

**3. Principal Place of Business.**

The address of the company's principal place of business in this state is 290 Causeway Blvd., Dunedin, Fl. 34698.

**4. Registered Agents.**

**4.1 Name of Registered Agent.**

The name of the registered agent for service of process in Florida is Bryan M. Ruthig.

**4.2 Address of Registered Agent.**

The address of the registered agent for service of process is 290 Causeway Blvd., Dunedin, Fl. 34698.

**4.3 Status of Registered Agent.**

The registered agent is (mark appropriate box):

- ☒ An individual resident of Florida
- ☐ A domestic corporation
- ☐ A foreign corporation authorized to do business within Florida
- ☐ A domestic limited liability company
- ☐ A foreign limited liability company authorized to do business within Florida.

MAKAMADI, LLC  
290 CAUSEWAY BLVD  
DUNEDIN, FL 34698  
BRYAN M. RUTHIG  
290 CAUSEWAY BLVD  
DUNEDIN, FL 34698

### **3.4 State Government as Registered Agent.**

The Secretary of State is hereby appointed the agent of MAKAMADI, LLC. for service of process if the registered agent has resigned, the registered agent's authority has been revoked, or the agent cannot be found or served with the exercise of reasonable diligence. The address within Florida to which the Secretary of State shall mail a copy of any process against MAKAMADI, LLC, 290 Causeway Blvd., Dunedin, Fl. 34698.

### **5. Name of Organizer.**

The name and business address of each organizer is:

Bryan M. Ruthig 290 Causeway Blvd., Dunedin, Fl. 34698.  
Daryl Ross 290 Causeway Blvd., Dunedin, Fl. 34698.

### **6. Date of dissolution; Term.**

The latest date on which the limited liability company is to be dissolved and its affairs wound up is perpetual.

### **7. Member-Managed.**

The management of MAKAMADI, LLC. shall be vested in the members. The names and street addresses of the members are:

BRYAN M. RUTHIG 290 Causeway Blvd., Dunedin, Fl. 34698.  
DARYL ROSS 290 Causeway Blvd., Dunedin, Fl. 34698.

#### **7.1 Company Actions.**

(a) Any action required by the Florida Limited Liability Company Act, and any amendments to that act, shall be taken at any annual or special meeting of Members of the Limited Liability Company.

(b) Or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.

(c) Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action

by written consent shall be subject to satisfaction of all applicable requirements of such Act.

- (d) Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

## **7.2 Indemnification.**

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

(1) Any breach of his or her duty of loyalty to the company, or to its members;

(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the company or its members.

(4) An action for which the manager is liable at law and for which an indemnification is not allowed.

## **8. Purpose.**

MAKAMADI, LLC has been formed for the following purposes: to solicit, acquire and sell real property for economic gain, and to conduct or promote any lawful business or purpose permitted by the laws of Florida.

**9. Right To Continue Business.**

In the event of 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 MAKAMADI, LLC, the remaining members have the right under the operating agreement to continue the business of MAKAMADI, LLC.

**10. Tax Treatment.**

MAKAMADI, LLC is intended to be treated as a Partnership for purposes of federal income taxation.

**11. Certificate of Membership.**

A member's interest in MAKAMADI, LLC may be evidenced by a certificate of membership interest signed by BRYAN M. RUTHIG, which may be assigned or transferred. The right to assign or transfer a member's interest in MAKAMADI, LLC is limited by the provisions of Article 3, Paragraph 3.4 of the Operating Agreement.

**12. Capital and Additional Members.**

Members shall be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

IN WITNESS WHEREOF, I have hereunto set my hand on March 1<sup>st</sup>, 2006

  
BRYAN M. RUTHIG  
Managing Member

SWORN TO AND SUBSCRIBED before me on this 1<sup>st</sup> day of March, 2006,  
personally appeared BRYAN M. RUTHIG who is personally known to me or has  
presented \_\_\_\_\_ as identification.

  
Notary Public  
My Commission Expires:

