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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Gibbs Investments and Developments, L.L.C.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
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**NEW FILINGS**

☐ Profit

☐ Not for Profit

☒ Limited Liability

☐ Domestication

☐ Other

**AMENDMENTS**

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

**ARTICLES OF ORGANIZATION OF  
GIBBS INVESTMENTS AND DEVELOPMENTS, L.L.C.**

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The undersigned adopts the following Articles of Organization 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. I 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 Gibbs Investments and Developments, L.L.C., and its principal office and mailing address shall be located at 1435 Piedmont Drive, Tallahassee, Florida 32308.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers 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 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,

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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.

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.

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 to 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 deemed or construed as authorizing or permitting, 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** **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 members 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 members of the limited liability company.

### **ARTICLE IV** **MEMBERS AND MANAGEMENT**

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This limited liability company shall be managed by one manager/member whose name and address is Marshall Gibbs, 1435 East Piedmont Drive, Tallahassee, Florida 32308. Management of this limited liability company is reserved to its members.

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

The Members 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.

The remaining Members shall have the right to continue to carry on the business of the Company in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a member in a limited liability company. Upon such occurrence, the limited liability company shall have first option to purchase the entire interest owned by the deceased/terminated member on the date of his death/termination. The purchase price at which the limited liability company shall have the right to purchase the interest shall be determined using the deceased/terminated member's proportion of the net value of the limited liability company's assets.

**ARTICLE VI**

## **CAPITAL CONTRIBUTION**

A capital contribution in the amount of \$100.00 shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

## **ARTICLE VII** **PROFITS AND LOSSES**

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company. The members shall be entitled to a 100% share of the profits. The Members shall also bear any losses of the Company to the same extent to which they are entitled to share in the profits.

## **ARTICLE VIII** **DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in regulations adopted by the members.

## **ARTICLE IX** **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1435 East Piedmont Drive, Tallahassee, Florida 32308, and the name of the company's initial

registered agent is Marshall Gibbs, whose address is 1435 East Piedmont Drive, Tallahassee, Florida 32308.

The undersigned, being the members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Gibbs Investments and Developments, L.L.C.

Executed by the undersigned at Leon County, Florida on March 15<sup>th</sup>, 2006.

Gibbs Investments and Developments, L.L.C.

By: Marshall Gibbs  
Marshall Gibbs, managing member

STATE OF FLORIDA  
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared Marshall Gibbs, who is known to me to be the person who executed the foregoing Articles of Organization or who has produced \_\_\_\_\_ as identification, and acknowledge before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 15<sup>th</sup> day of March, 2006, at Leon County, Florida.

Monica M. Evans  
NOTARY PUBLIC:



**Monica M. Evans**  
Commission # DD477954  
Expires October 3, 2009  
Bonded Troy Farm - Insurance, Inc. 800-385-7019



**CERTIFICATE OF REGISTERED AGENT**


Gibbs Investments and Developments, L.L.C., located at 1435 East Piedmont Drive, Tallahassee, Florida 32308, names Marshall Gibbs as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 1435 East Piedmont Drive, Tallahassee, Florida 32308.

DATED this 15<sup>th</sup> day of March, 2006.

  
\_\_\_\_\_  
Marshall Gibbs

Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the address designated in this certificate, I do hereby accept the appointment as Registered Agent and agree to act in this capacity.

DATED this 15<sup>th</sup> day of March, 2006.

  
\_\_\_\_\_  
Marshall Gibbs