

W06000028526

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(Business Entity Name)

(Document Number)

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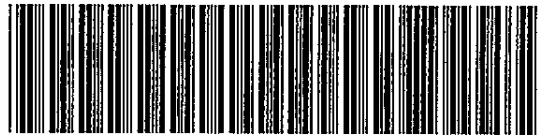
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FL LC

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W06-8234

M. HODGES



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03/13/06 --01079--009 \*\*20.00

03/16/06--01022--019 \*\*55.00

FILED  
06 MAR 14 PM 1:29  
TALLAHASSEE, FLORIDA

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: EBC Nursery and Landscaping, LLC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Joan Beckner  
Name (Printed or typed)

15100 Collier Blvd.  
Address

Naples, FL 34119  
City, State & Zip

239-354-2080  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 20, 2006

JOAN BECKNER  
15100 COLLIER BLVD.  
NAPLES, FL 34119

SUBJECT: EBC NURSERY AND LANDSCAPING, LLC  
Ref. Number: W06000008238

We have received your document for EBC NURSERY AND LANDSCAPING, LLC and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$55.00.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 606A00011784

**ARTICLES OF ORGANIZATION**

**OF**

**EBC NURSERY AND LANDSCAPING, LLC**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

**ARTICLE I**

**NAME**

The name of this limited liability company shall be: EBC NURSERY AND LANDSCAPING, LLC.

**ARTICLE II**

**PRINCIPAL BUSINESS OFFICE**

The principal business office of this limited liability company shall be located at 15100 Collier Blvd, Naples, FL 34119.

**ARTICLE III**

**MAILING ADDRESS**

The mailing address of this limited liability company shall be: 15100 Collier Blvd, Naples, FL 34119.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this limited liability company shall be located at 15100 Collier Blvd, Naples, FL 34119, and the initial registered agent of this limited liability company at that address shall be David W. Hall. The limited liability company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

**ARTICLE V**

**PURPOSE**

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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06 MAR 14 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE VI  
MANAGEMENT**

This limited liability company is to be managed by a manager or managers elected by a majority vote of its members. The initial manager, who shall serve until the earlier of his death, resignation, replacement or until the first annual meeting of members and his successor is elected and qualified, shall be David W. Hall.

**ARTICLE VII  
REGULATIONS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Regulations shall be controlled by a majority vote of the Members.

**ARTICLE VIII  
DURATION**

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

**ARTICLE IX  
MEMBERSHIP**

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new members. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

**ARTICLE X  
INDEMNIFICATION**

In addition to any rights and duties under applicable law, this limited liability company shall indemnify and hold harmless the Manager(s), officers, employees and agents, and former Managers, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said Manager(s), officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

## **ARTICLE XI CONFLICTS OF INTEREST**

No contract or other transaction between this limited liability company and any other limited liability company or corporation, and no act of this limited liability company, shall in any way be affected or invalidated by the fact that any of the Managers or Members of this limited liability company are pecuniarily or otherwise interested in, or are managers, members, directors or officers of, such other limited liability company or corporation. Any Manager individually, or any limited liability company of which any Manager or Member may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this limited liability company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Members or a majority thereof, and any Manager or Member of this Limited liability company who is also a manager, member, director or an officer of such other limited liability company or corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Members of this limited liability company that shall authorize any such contract or transaction with like force and effect as if he were not such a manager, member, director or officer of such other limited liability company or corporation, or not so interested.

## **ARTICLE XII AMENDMENT**

These Articles may be amended by a majority vote of the Members of this limited liability company.

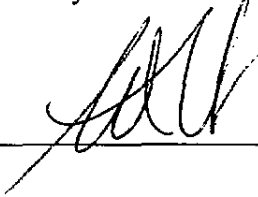
## **ARTICLE XIII DISSOLUTION**

This limited liability company will dissolve as provided in the Regulations executed by and among its members.

## **ARTICLE XIV HEADINGS AND CAPTIONS**

The headings or captions of these Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned, being the initial Member named, for the purpose of forming a limited liability company under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Organization, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 7<sup>th</sup> day of Feb, 2006.



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David W. Hall, Initial Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

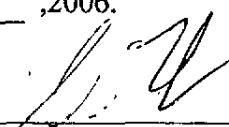
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

EBC NURSERY AND LANDSCAPING, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, with its registered office at 15100 Collier Blvd, Naples, FL 34119 has named and designated David W. Hall as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 7<sup>th</sup> day of Feb, 2006.

  
\_\_\_\_\_  
David W. Hall  
Registered Agent