

LD6000029617

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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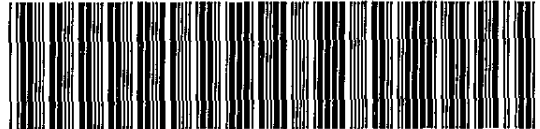
(Business Entity Name)

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LD6-29617
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BALLOONS UNLIMITED, LLC
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

DIANE M. ROBERTS

(Name of Person)

(Firm/Company)

1730 MAHAN DRIVE

(Address)

TALLAHASSEE, FL 32308

(City/State and Zip Code)

For further information concerning this matter, please call:

Diane Roberts

(Name of Person)

at (850) 222-3533

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☒ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$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

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**ARTICLES OF ORGANIZATION OF
BALLOONS UNLIMITED, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME. The name of the Limited Liability Company is **BALLOONS UNLIMITED, LLC** (hereinafter referred to as the "Company").
2. PERIOD OF DURATION. The period of duration of the Company shall not exceed the maximum term permitted under the Florida Limited Liability Company Act. The Company may be dissolved sooner, however, as provided in the Florida Limited Liability Company Act or the written Operating Agreement to be executed by all of the Members of the Company.
3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws. The Company shall have the power to purchase and own real and personal property, to borrow money and to mortgage and/or pledge any of its assets, including real property.
4. ADDRESS OF PLACE OF BUSINESS. The street address of the place of business in Florida for the Company is 1730 Mahan Drive, Tallahassee, Florida 32308. The mailing address of the Company is 1730 Mahan Drive, Tallahassee, Florida 32308.

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Such addresses may be changed from time to time as provided in the Operating Agreement.

5. REGISTERED AGENT. The initial registered agent in Florida for the Company is: Diane M. Roberts, and the initial registered office is located at 1730 Mahan Drive, Tallahassee, Florida 32308.

6. INITIAL CAPITAL CONTRIBUTIONS. The total amount of cash and a description of the agreed value of property other than cash contributed to the Company is as follows: One Hundred and No/100 Dollars (\$100.00) in cash.

7. ADDITIONAL CONTRIBUTIONS. The total additional contributions, if any, agreed to be made by all Members and the times at which such contributions shall be made, are as follows: No total additional contributions have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made as provided in the Operating Agreement.

8. CONTINUITY OF BUSINESS. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

9. MANAGEMENT. The Company shall be managed by its Members according to the written Operating Agreement of the Company.

10. INDEMNIFICATION. The Company shall indemnify any person who or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by

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reason of the fact that he is or was a Member, Manager, officer, employee, or agent of the Company, or is, or was serving at the request of the Company as a Manager, director, officer, employee, or agent of another company, corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of the Members who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested Members so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested Members so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action or suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested

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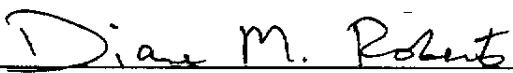
Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a Member, Manager, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Company shall have the power to purchase and maintain insurance on behalf of any person who is or was a Member, Manager, officer, employee or agent of the Company, or is, or was serving at the request of the Company as a Manager, director, officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Company has the power to indemnify him against such liability under the provision of this section.

11. EFFECTIVE TIME. These Articles shall be effective when filed with the Florida Department of State.

Executed at Tallahassee, Florida, on this 21st day of March, 2006.


Diane M. Roberts, Managing Member

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: **BALLOONS UNLIMITED, LLC**
2. The name and address of the registered agent and office is:

Diane M. Roberts
1730 Mahan Drive
Tallahassee, FL 32308

By: Diane M. Roberts
Print Name: Diane M. Roberts
Date: March 21, 2006

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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.

SIGNATURE Diane M. Roberts

DATE: March 21, 2006

REGISTERED AGENT FILING FEE: \$25.00

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