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J. SAULSBERRY EXAMINER

FEB 15 2011

# **COVER LETTER**

TO: Registration S Division of C				
SUBJECT: Slesn	nick and Company,			
	(Name of	Limited Liability Company)		
The enclosed Articles	of Dissolution and fee(s) are so	ubmitted for filing.		
Please return all corres	spondence concerning this mat	ter to the following:		
<u>Jan</u>	nes C. Casey, Esq		· •	
		(Name of Person)	201	
Law	v Offices of Slesnic	k & Casey, LLP	LAH	-7
		(Firm/Company)	2011 FEB 14 SECRETARY ALLAHASSE	
2704 Dance Do Lean Blad Suite 200				
		(Address)	FLO H	-
Cor	ral Gables, Florida	33134	AH II: 02 OF STATE S. FLORID	
		ty/State and Zip Code) .		
For further information	n concerning this matter, please	e call:		
James C	C. Casey	at ( 305 ) 448	-5672	
	(Name of Person)		me Telephone Number)	
Enclosed is a check for the	ne following amount:			
\$25.00 Filing Fee	30.00 Filing Fee &	\$55.00 Filing Fee &	\$60.00 Filing Fee,	
<b>4</b> 1020100 1 11111 <b>g</b> 1 00	Certificate of Status	Certified Copy (additional copy is enclosed)	Certificate of Status &	
		(additional top) is the costs,	(additional copy is enclosed)	
MA	MAILING ADDRESS: STREET/COURIER ADDRESS:			
	Registration Section Registration Section			
Division of Corporations P.O. Box 6327  Division of Corporations Clifton Building				
	Tallahassee, FL 32314 2661 Executive Center Circle			

Tallahassee, FL 32301

# ARTICLES OF DISSOLUTION FOR A LIMITED LIABILITY COMPANY

1. The name of a limited liability company is		明皇
Slesnick and Company, LLC		TES =
2. The Articles of Organization were filed on May 2, 20 L06000049799	06 and assigned	ed document number
3. The date the dissolution was approved: January 26,	2011	
4. A description of occurrence that resulted in the limited liab 608.441, Florida Statutes, (copy 608.441 on back cover let Pursuant to Article V of the Operating Agreement	bility company's dissolution purstter).	
was voluntarily dissolved at the sole discretion of	f the President and sole m	ember of the LLC
Jeannett B. Slesnick. [See attached Ope		
5. CHECK ONE:		
All debts, obligations and liabilities of the limited OR-OR-Adequate provision has been made for the debts, of the limited and an interests.  7. CHECK ONE:  There are no suits pending against the company in OR-Adequate provision has been made for the satisfact entered against it in any pending suit.	obligations and liabilities pursuan mong its members in accordance a any court.	nt to s. 608.4421. with their respective
Signatures of the members having the same percentage of memb	ership interests necessary to app	rove the dissolution:
Signature	Printed Nan	ne
Janua B. Leonide	Jeannett B. Slesn	nick, President
V		

**FILING FEE: \$25.00** 

This document is the Operating Agreement of Slesnick and Company, LLG liability company organized under the laws of the State of Florida.

## **ARTICLE I - DEFINITIONS**

As used in this Agreement the following terms are to have the meaning as stated below:

"LLC" means "Limited Liability Company" and "the LLC" means Slesnick and Company, LLC.

"LLC Units" or "Units" (if issued) means measures of ownership in the LLC. The capital structure of the LLC shall consist of Units all of the same class with equal rights for all purposes under this Operating Agreement.

"LLC Unit Percentage" means, with respect to an LLC member (if any), the percentage derived from the following fraction: Number of LLC Units held by such Member(s) divided by the total number of LLC Units held by all Members (and, thereafter, multiplying said fraction by 100 to arrive at a percentage).

"State Law" means the laws of the State of Florida.

"Vote in interest of LL members" means a vote of the LLC members (if any) in which each LLC member shall have one vote per LLC Unit possessed; for example, a member possessing 150 LLC Units would have 150 votes in interest.

# **ARTICLE II - GENERAL PROVISIONS**

Section 2.1 Formation: Articles of Organization either already have been filed with the appropriate State office or shall shortly be filed.

Section 2.2 Partnership Name: The name of this LLC is "Slesnick and Company, LLC". The business of Slesnick and Company, LLC shall be carried on in such name with such variations and changes as deemed prudent. Such changes shall be designated in writing and attached hereto and incorporated herein.

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Purpose of Slesnick and Company, LLC. The purpose of the LLC is to engage in any lawful act or activity for which a limited liability company may be organized under the laws of the State of Florida including but not limited to earning a profit. Specifically, Slesnick and Company, LLC is engaged in public relations for non-profit organizations.

Section 2.4 Place of Business: The initial business address of the LLC shall be 2701 Ponce De Leon Boulevard, Suite 200A, Coral Gables, Florida 33134 or as the President or Members (if any) of Slesnick and Company, LLC shall from time to time decide

Section 2.5 Registered Agent: The initial registered agent of the LLC shall be James C. Casey, Esquire Law Offices of Slesnick & Casey 2701 Ponce De Leon Boulevard, Suite

Coral Gables, Florida 33134

The President or Members (if any) of Slesnick and Company, LLC may remove or replace registered agent at any time during the existence of the LLC.

#### Section 2.6 **Business Transactions of the LLC:**

The Partners/Co-Managers of the LLC or Designated Associates (if any) shall conduct the day-to-day business of the LLC, including but not limited to the leasing of office space for the LLC.

- Section 2.7 Company Property: No real or other property of the LLC shall be owned by nor shall title be vested solely in the LLC.
- Section 2.8 No Term To Existence: Slesnick and Company, LLC existence shall commence on May 2, 2006, or the effective date of the filing of the Articles of Organization with the Florida Division of Corporations, Tallahassee, Florida, whichever is earlier.
- Section 2.9 Accounting Period: The close of the Slesnick and Company, LLC's year for financial statements and federal income tax purposes shall be December 31st of each year.
- Section 2.10 Ownership: Initially, ownership of the Slesnick and Company, LLC shall vest in the President, Jeannett B. Slesnick

### ARTICLE III - MEMBERS

Section 3.1 Members: Initially, Slesnick and Company, LLC shall be a manager-managed company and there shall one member of the LLC the President, Jeannett B. Slesnick. Should members join the LLC their name, initial capital contribution, LLC Units, LLC Unit Percentage of the Member(s) and rights and obligations shall be set forth in a separate document signed by the President and the Member(s).

### ARTICLE IV - MANAGEMENT OF THE LLC

Section 4.1 Management: Initially, management of Slesnick and Company, LLC shall vest solely in the President, Jeannett B. Slesnick, and shall include the conduct of business by the President or his designee and shall include the buying, renting or leasing of office space, business equipment and supplies, opening of necessary bank accounts, accessing lines of credit and making any and all day to day reasonable business decisions in the best interest of the LLC and to accomplish the purpose of the LLC in the most efficient and ethical means possible.

### ARTICLE V - DISSOLUTION OF THE LLC

Section 5.1 Voluntary Dissolution of the LLC: Initially, dissolution of the LLC shall be at the sole discretion of the President, Jeannett B. Slesnick. For the purposes of this document dissolution also includes the terms sale and transfer of assets.

Section 5.2 Dissolution of the LLC not voluntary in nature shall be by order of a court of competent jurisdiction. In the event that dissolution of the LLC is a result of death or incapacity in the first instance shall be pursuant to the instructions of any subsequent writing, incorporated herein by reference, by the President or members of the LLC (if any). Absent a specific writing the assets of the LLC at the discretion of the next of kin or guardian may be sold or the business of the LLC may be continued pursuant to the terms of this Agreement by the next of kin or guardian.





# ARTICLE VI – CHANGES TO OPERATING AGREEMENT OF LAW OFFICES OF Slesnick and Company, LLC/ SEVERABILITY

Section 6.1 Any changes in any of the Articles either by modification or by addition of new articles may be done at any time at the sole discretion of the President in like manner to this initial Operating Agreement and shall be appended to this Agreement.

Section 6.2 Any paragraph, sentence or section of this Agreement found to be invalid or illegal shall not operate to invalidate the remaining portions of this Agreement that shall remain in full force and legal effect.

Signed this **2Nd** day of May 2006.

Jeannett B. Slesnick, President Slesnick and Company, LLC

Sworn to and subscribed before me This 2nd day of May 2006 In Miami-Dade County, Florida

By Evelyth

2011 FEB 14 AM 11:0

Seal

Notary Public State of Florida
Evelyn Perez
My Commission DD483623
Expires 12/16/2009