

L06000054564

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

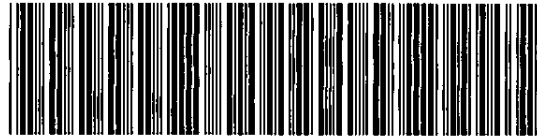
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000073422560

EFFECTIVE DATE  
05.01.06

05/08/06--01045--003 \*\*160.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 MAY -8 PM 2:21

W-22589  
eff. Date

B. McKnight MAY 26 2006

DEVITO & COLLEN, P.A.  
ATTORNEYS AT LAW

DEVITO AND COLLEN, P.A.  
GERALD R. COLLEN  
*Of Counsel*  
JAMES A. DEVITO

7243 BRYAN DAIRY ROAD • LARGO, FLORIDA 33777  
TELEPHONE (727) 545-8114  
TELEFAX (727) 545-8227

May 4, 2006

Department of State  
Division of Corporations  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32301

RE: Articles Of Organization of  
Healthy Nail, L.L.C.

Gentlemen:

Pursuant to your instructions, enclosed please find the following:

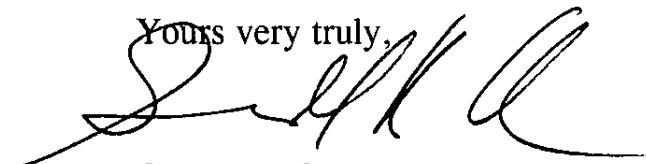
1. Original and one copy of the Articles of Organization of Healthy Nail, L.L.C.;
2. Check made payable to Department of State in the sum of \$160.00 to cover the following:

\$100.00	Filing Fee (Limited Liability Company)
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified copy of Articles
<u>\$ 5.00</u>	Certificate of Status

\$160.00

Please file the original of the enclosed documents and return a certified copy to the undersigned.

Yours very truly,



Gerald R. Colen

GRC/mpj  
Enclosures  
(06-141)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 16, 2006

GERLAR R COLEN  
7243 BRYAN DAIRY RD  
LARGO, FL 33777

SUBJECT: HEALTHY NAIL, L.L.C.  
Ref. Number: W06000022589

We have received your document for HEALTHY NAIL, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on . Please amend your document accordingly.

Please return the original and one copy of your document, along with 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) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

Letter Number: 406A00034473

**ARTICLES OF ORGANIZATION  
Of  
Healthy Nail, L.L.C.**

Pursuant to Chapter 608.401, Florida Statutes, as it may be amended from time to time, the undersigned does hereby establish Healthy Nail, L.L.C., a limited liability company, pursuant to the terms of these Articles of Organization as set forth herein below:

**I. NAME OF LIMITED LIABILITY COMPANY**

**EFFECTIVE DATE**  
**05.01.06**

The Name of this limited liability company shall be Healthy Nail, L.L.C.

**II. MAILING ADDRESS AND STREET ADDRESS**

The street address and also the mailing address for this limited liability company is Healthy Nail, L.L.C., in care of 7243 – Bryan Dairy Road, Largo, Florida 33777.

**III. NAME AND ADDRESS OF REGISTERED AGENT**

The name and street address of the initial registered agent for service of process is as follows:

Gerald R. Colen  
Attorney At Law  
7243 – Bryan Dairy Road  
Largo, Florida 33777

**IV. STATEMENT OF MEMBER-MANAGEMENT**

The Member-Managers of the Limited Liability Corporation shall be

Brian K. Hameroff  
C/o 7243 – Bryan Dairy Road  
Largo, Florida 33777

And

Daniel M. Hameroff  
C/o 7243 Bryan Dairy Road  
Largo, Florida 33777

And

Erik Norrie  
C/o 7243 Bryan Dairy Road  
Largo, Florida 33777

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And

David Norrie  
C/o 7243 Bryan Dairy Road  
Largo, Florida 33777

The Member-Managers shall have a total of 100% voting interest, with each member-manager having a twenty-five percent (25%) voting right.

#### **V. PURPOSE OF LIMITED LIABILITY COMPANY**

The purpose of this limited liability company is to perform any and all duties lawfully permitted by these Articles of Organization and by the United States of America, and by the State of Florida, pursuant to Chapter 608.401, Florida Statutes and/or by any other state in which the said limited liability company shall be authorized to conduct or carry on business. Additionally, the purpose of this company is to own, hold and possess, and when in the interests of this company to lease, real and personal property anywhere in the State of Florida in accordance with the laws of that State. If appropriate, this limited liability company shall be entitled to become authorized or permitted to conduct business operations in any state of the United States of America, including but not limited to the state of North Carolina.

#### **VI. POWERS**

This limited liability company shall have all of the powers that are set forth in Chapter 608.404, Florida Statutes as same may be amended from time to time. Additionally, the company shall have the requisite powers needed to own, hold, possess and develop real and personal property in the state of Florida. Provided however, that any manager and/or any member and/or any member-manager shall not have any personal liability or obligation to any other member or to any creditor including any judgment creditor by reason of the execution of this document or by reason of the exercise of any of the powers provided for herein or provided in Chapter 608.401, et. seq., Florida Statutes, or provided for in any law of any State wherein the company is authorized to conduct business. No personal liability that may exist or that may accrue with regard to any member or member-manager shall attach to any property owned by this limited liability company.

#### **VII. LIABILITY OF MEMBERS, MANAGERS**

Members, and member-managers of this limited liability company, shall not have nor shall they suffer any loss or damage or any liability for any action or cause of action permitted or occasioned by the actions or activities of this company or the individual actions or activities of any other member or member-manager..

#### **VIII. AUTHORIZED REPRESENTATIVE**

The authorized representatives of this limited liability company are Brian Hameroff, Daniel Hameroff, David Norrie and Erik Norrie in care of the address that is as provided hereinabove. Provided however, that the acts or actions of the authorized representative shall not subject any non-acting member or other party of or to this limited liability company, if any there be, to any joint and several liabilities for any reason whatsoever.

#### **IX. NO JOINT AND SEVERAL LIABILITY**

No person named in these articles either individually or jointly as a member or as a member-manager or as an authorized representative or as the registered agent shall have any joint and several liability or liabilities for any of the acts or actions of this company or the acts or actions of any other person named herein. No person who may become a member or a member-manager or who may be appointed at some later date pursuant to the provisions of this document or pursuant to the Florida Limited Liability Company Act as manager, authorized representative or as registered agent shall have any joint and several liability or liabilities for any acts or actions of this company or the acts or actions of any other person named herein. No property, including any real property, tangible property or intangible property of whatsoever kind, nature and description and no matter where situated be it in the State of Florida or any other State of the United States, which may be owned individually or as a joint tenant with right of survivorship or as a tenancy in common or as an estate by the entireties by any member, member-manager, authorized representative or registered agent shall be subject to any action, cause of action, liability, loss or damage by reason of the acts or actions of any other member, authorized representative or registered agent.

#### **X. RIGHT OF FIRST REFUSAL OF MEMBER-MANAGERS**

No member-manager shall be entitled to sell, transfer or otherwise convey his or her interest in this limited liability company without the express written consent of all member managers. Before any member manager shall be entitled to sell, transfer or otherwise convey his or her interest in the limited liability company to any person or entity, the interest of such member manager must first be offered to the remaining member manager at its fair market value. No sale, transfer or other form of conveyance shall be valid unless there has been full compliance with this Right of First Refusal.

#### **XI. EFFECTIVE DATE**

The effective date of this Limited Liability Company is May 1, 2006.

IN WITNESS WHEREOF, THE UNDERSIGNED not individually, but as member-managers of Healthy Nail, L.L.C., a Florida limited liability company do set their hands and seals this the 1st day of May, 2006.

Healthy Nail, L.L.C.

By: [Signature]

Brian K. Hameroff

By: [Signature]

Erick Norrie

By: [Signature]

Daniel M. Hameroff

By: [Signature]

David Norrie

FILED  
SECRETARY OF CORPORATIONS  
MAY - 8 PM 2:21

### ACCEPTANCE AND CERTIFICATION BY REGISTERED AGENT

Pursuant to Chapter 608.415(2) F.S. the undersigned, having been appointed as registered agent for service of process by these Articles of Organization hereby states that he has accepted his appointment as registered agent simultaneously with being appointed. The undersigned states that he is familiar with and accepts the obligations of the position of registered agent as provided for in Chapter 608 F.S.

[Signature]  
Gerald R. Colen, Registered Agent

BEFORE ME, the undersigned notary public for the state of Florida, personally appeared, Healthy Nail, L.L.C. by its member-manager Brian K. Hameroff well known to me, and he, under oath testified that the above and foregoing document was her true act and deed.



Elaine L. Smith  
My Commission DD289529  
Expires March 30, 2008

[Signature]  
Notary Public

BEFORE ME, the undersigned notary public for the state of Florida, personally appeared, Healthy Nail, L.L.C. by its member-manager Daniel M. Hameroff well known to me, or who produced the following identification, to wit: \_\_\_\_\_ and he, under oath testified that the above and foregoing document was her true act and deed.

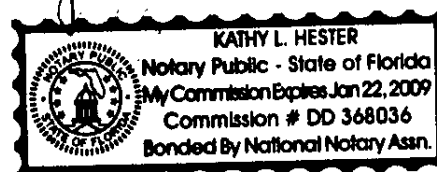


Elaine L. Smith  
My Commission DD289529  
Expires March 30, 2008

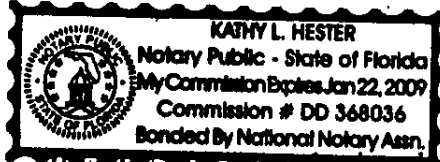
[Signature]  
Notary Public

BEFORE ME, the undersigned notary public for the state of Florida, personally appeared, Healthy Nail, L.L.C. by its member-manager Daniel Erik Norrie Hameroff well known to me, or who produced the following identification, to wit: \_\_\_\_\_ and he, under oath testified that the above and foregoing document was her true act and deed.

[Signature]  
Notary Public



BEFORE ME, the undersigned notary public for the state of Florida, personally appeared, Healthy Nail, L.L.C. by its member-manager David Norrie, well known to me, or who produced the following identification, to wit: \_\_\_\_\_ and he, under oath testified that the above and foregoing document was her true act and deed.



Kathy L. Hester  
Notary Public

BEFORE ME, the undersigned notary public for the state of Florida, personally appeared Gerald R. Colen registered agent of Healthy Nail, LLC, well known to me and he, under oath, testified that he executed the above and foregoing document as his true act and deed.

Mary Patricia Jordan  
Notary Public

