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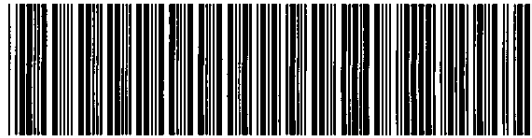
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FILED
06 MAY 31 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. O'Driscoll MAY 31 2006

Jackson-Holmes, P.A.

10735 NORTHWEST 7TH AVENUE
MIAMI, FLORIDA 33168

FLORA JACKSON-HOLMES
ATTORNEY AT LAW

TEL: (305) 759-3366
FAX: (305) 759-4040

May 25, 2006

Florida Department of State
Division of Corporation
Attn: Neysa Culligan
Document Specialist

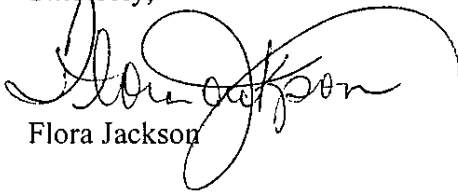
SUBJECT: SPIRITED SISTERS, LLC
Ref. Number: W006000010300

Dear Ms. Culligan:

Enclosed for filing is the corrected original Articles for the above referenced LLC.

Thank you again for your assistance in this matter. If you have any questions, you may contact me at the above address and/or telephone number.

Sincerely,



Flora Jackson

encl

FMJ/mth



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 21, 2006

FLORA JACKSON
10735 N.W. 7TH AVENUE
MIAMI, FL 33168

SUBJECT: SPIRITED SISTERS, LLC
Ref. Number: W06000010300

We have received your document for SPIRITED SISTERS, LLC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

I am enclosing our forms to file a Limited Liability Company. Please use our form.

Please return 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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 906A00014654

**ARTICLES OF ORGANIZATION
OF
SPIRITED SISTERS, LLC**

FILED
06 MAY 31 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

**I
NAME**

The name of the limited liability company is SPIRITED SISTERS, LLC (hereinafter referred to as the "Company").

**II
PERIOD OF DURATION**

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

**III
PURPOSE**

This Company is organized for the purpose investing, holding and owning real and personal property. Such investment(s), holdings and/or ownership which the company may engage in, but is not limited to are the following: certificate of deposits, real estate, stocks, bonds, mutual funds, real estate as well as economically impoverished real property, and other avenues of investment(s) deemed appropriate and approved by the organization. The organization shall make contributions to charities, non-profit organization(s), or noble causes annually (said charity, non-profit organization and/or noble cause shall be determined by the board as set forth in the by-laws). The Company shall further have power to engage in any and all other business and activities permitted by the Act and any other applicable 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.

**IV
PLACE OF BUSINESS**

The mailing address for the Company is 10735 NW 7th Avenue, Suite 2, Miami, FL 33168, and the street address of the Company is 10735 NW 7th Avenue, Suite 2, Miami, FL 33168. These addresses may be changed from time to time as provided in the Operating Agreement.

**V
REGISTERED AGENT**

The initial registered agent in Florida for the Company is FLORA JACKSON and the initial registered office is located at 10735 NW 7th Avenue, Miami, FL 33168.

**VI
CAPITAL CONTRIBUTIONS**

The members will make equal contributions to the LLC at each monthly meeting of \$75.00 payable by check, cash or money order in the club's name to the Secretary. Upon

the death of a member, her contribution shall cease. This amount may be increased or decreased by a majority vote of the managers.

VII

CONTINUITY OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the company will not be dissolved without the prior written consent of all remaining members of the Company.

VIII

MANAGEMENT

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

The Company will be managed by all managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurer, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of corporations. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, and their designations shall be as follows:

FLORA JACKSON – PRESIDENT
GALE GLASS ALDRICH – VICE-PRESIDENT
BERICA R. POWELL – RECORDING SECRETARY
BELETA LOCKWOOD – ASSISTANT SECRETARY
JOSEPHINE B. HARRIS – TREASURER
RUDEAN GILLARD – FINANCIAL SECRETARY
SYBLE B. SIMMONS – SERGEANT-AT-ARMS
ROSLYN S. JACKSON – CHAPLAIN
LORENE DIXON – HISTORIAN
BETTY G. LARKIN – ASSISTANT CHAPLAIN

IX

MEETINGS

The Company shall have meetings as designated in the Operating Agreement.

X VALUATIONS

Valuations shall be done upon written request and a majority vote of the membership.

XI ACCOUNTS

The Company shall have not less than three (3) bank accounts. Said accounts shall be designated and utilized as follows:

- 1) Administrative Account (Savings Account)
 - Administrative costs
- 2) Capital Account
 - Safe investments
(including but not limited to bonds & CD's)
 - Receiving payment of dues
- 3) Investment Account (Checking Account)
 - Various economic ventures

Funds may be transferred amongst the accounts as set forth in the operating agreement. Managers may establish other account(s) as needed.

XII VOTING RIGHTS

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company. Decisions shall be made by a simple majority of the membership. A quorum is required to make decisions. A quorum shall be defined as $\frac{3}{4}$ of the membership. A written and signed proxy, when assigned to a member in attendance at a meeting shall be counted in establishing a quorum. The vote cast by proxy shall be considered the vote cast by the absent member. However, no more than one proxy may be accepted or voted by any member.

Absentee ballot. Any member may request an absentee ballot to vote on matters concerning the LLC. Said absentee ballot must be requested no more than thirty (30) and not less than two (2) weeks in advance of the meeting said matter is to be voted on. Said absentee ballot must be sealed and delivered to the president in time to be presented at said meeting.

XIII BOOKS OF ACCOUNT

Books of account of the transactions of the LLC shall be kept and be available and open to inspection and examination by any member on the meeting day.

XIV ANNUAL ACCOUNTING

At the first business meeting of each calendar year, a full and complete account of the condition of the LLC shall be made to the members.

**XV
BANK ACCOUNT**

The LLC will select a bank for the purpose of opening the LLC bank account. Funds deposited in said bank account shall be withdrawn by checks signed by any two of the following officers: President, Treasurer, Vice-President (when acting on behalf of the President) and/or Financial Secretary as an alternate.

**XVI
BROKER ACCOUNT**

The LLC may select a broker and enter into such agreements with said broker as required for the purchase or sale of stocks, bonds, and securities, properties, etc. The Treasurer shall perform the ministerial functions of giving orders to the broker covering the purchase or sale of stocks, bonds, and securities for the property, etc. for the accounts of the LLC and then only after said purchases or sales have been approved by a majority vote of the members of this organization and a resolution issued to said broker.

**XVII
NO COMPENSATION**

No member shall be compensated for services rendered to the LLC, except for reimbursement of authorized expenses. However, no member shall be prohibited from contracting with the LLC for professional services after full disclosure of any possible conflict of interest.

**XVIII
MEMBERS**

The Company shall have at least five (5) members and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

**XIX
WITHDRAWAL OF CONTRIBUTIONS**

Each member shall be committed to the Club for a minimum of three (3) years. No withdrawal of funds by a member will be allowed for at least the first two (2) years of participation. Exceptions will be made on a case-by-case basis for certain hardships including loss of job and illness of member and/or immediate family member(s). Any member withdrawing from the organization will receive one of the following, based on the Club's valuation as of the last valuation date. Written notice of a meeting where withdrawal of a member is to be considered shall be presented 14 business days prior to the meeting and should include a specific reference to this matter. The vote on the action shall be treated as a receipt or request for withdrawal.

A. By Death or Incapacity

In the event of death or physical and/or mental incapacity, one hundred percent (100%) of said member's capital account, less expenses incurred to liquidate assets to satisfy said amount shall be made available for payment to the member's estate, beneficiary, or legal guardian. Amount will be payable within six (6) months.

1. The LLC may purchase said capital account.

2. The LLC may liquidate assets in cash to satisfy said amount.

B. By Voluntary Withdrawal

A member may withdraw from the LLC by submitting a written withdrawal request to the Organization. Action of request will be taken within 90 days. The member may:

1. Sell her interests to the Organization.
2. Liquidate her interests for cash of 25% from the Capital account and 75% from the investment minus but not limited to cost of valuation, fees for early withdrawal, legal expenses

C. Inability to Participate

Should a member be found unable to participate actively in the the LLC for uncontrollable reasons (accident, personal, divorce, acts of nature etc.), withdrawal shall be approved by a quorum of all members and she will receive an amount 90% of the capital less the amount of any delinquent contributions and fines.

1. The LLC may purchase said capital account.
2. Liquidate her interests for cash of 25% from the Capital account and 75% from the investment minus but not limited to cost of valuation, fees for early withdrawal, legal expenses.

D. Automatic Withdrawal

Should a member be delinquent in her monthly contributions for a period of 90 days, she will automatically be terminated as a member and will receive an amount equal to 70% of her capital account less, but not limited to the cost of valuation, fees for early withdrawal, legal expenses, amount of delinquent contribution and fines.

XX

OFFICERS

Bi-annually, at the first meeting in November members shall elect the following positions and assign duties as described below by a majority vote. The newly elected officers shall assume the duties of their respective offices at the January meeting. Officers may succeed themselves in the same office.

Officers will be evaluated bi-annually (in odd years) during the November meeting. Any officer receiving an unacceptable or below satisfactory evaluation shall be removed from the office by the approval of a simple majority vote of all the members.

Vacancies shall be filled as set forth in the by laws.

Officers of the organization shall be:

- A. **PRESIDENT.** The president shall preside over meetings; set meeting dates, times, and locations; appoint committees; see that resolutions passed by the membership are carried out, and oversee club activities. She shall be a signatory on drafts on behalf of the LLC.
- B. **VICE-PRESIDENT.** The vice-president shall assume the duties of the President when the President is absent or temporarily unable to

carry out her duties. The vice-president shall be responsible for insuring that the Club's educational study program is properly carried out. She shall appoint at least two members at each meeting to prepare a report on the NAIC Stock Selection Guide on a security for presentation to the LLC at the following meeting. The vice president shall remind each person assigned to prepare a NAIC Stock Selection Guide of her assignment one week before the meeting.

- C. **RECORDING SECRETARY**- The Recording Secretary shall keep a record of club activities, report on previous meetings, and notify members of meetings and other activities.
- D. **ASSISTANT RECORDING SECRETARY**- The Assistant Recording Secretary shall assume the duties of the Recording Secretary when the Recording Secretary is absent or unable to carry out her duties. In addition, the assistant Recording Secretary will be responsible for the social program(s) of the LLC.
- E. **TREASURER** - The Treasurer shall collect and disburse funds, maintain a set of books covering the club's financial operations, assets and members interests. She shall sign as a signatory on drafts on behalf of the LLC. Keeps tract of deposits and interest. Records all purchases and prepares monthly statements showing cash on hand and the value of the club's portfolio.
- F. **FINANCIAL SECRETARY** - The Financial Secretary shall issue receipts to members for funds received. She shall assume the duties of the Treasurer when the Treasurer is absent or temporarily unable to carry out her duties. Maintains the financial records of the club. Along with the Treasurer, she shall develop a financial statement of the club's holdings. She shall co-sign checks as an alternate.
- G. **SERGEANT-AT-ARMS/PARLIMENTARIAN**. The Sergeant-at-Arms/Parliamentarian shall maintain order during the meeting; handle as necessary, voting/motions sheets; assure that all members receive a copy of the By-Laws, provide assistance regarding democratic group processed parliamentary procedure as needed during the meetings; assure that the following are available at each meeting; Roberts Rules of Order, Agreement and By-Laws.
- H. **CHAPLAIN**. The Chaplain shall call and close meetings with prayer and provide other spiritual guidance and send cards and/or other courtesies as appropriate.
- I. **ASSISTANT CHAPLAIN**. The Assistant Chaplain shall act in the absence of the Chaplain or at the direction of the President and/or Chaplain.

XXI

MEMBERS

Members shall actively participate in SPIRITED SISTERS management activities including, but not limited to stock analysis, tracking investments and making presentations

to other members; make monthly contributions in accordance with Article V; attend all scheduled meetings with exception of excused absences; identify a proxy as specified in Article IX when planning to be absent from a scheduled meeting and attend educational seminar or workshop(s) at least two (2) times a year. Members who do not perform their duties as specified herein or any subsequently adopted and/or approved document shall be subject to the disciplinary actions set forth in the operating agreement.

XXII GUEST(S)

Members may invite guests to any meeting of the Club as long as advance clearance is obtained from the organization. When consideration is given to adding members to the organization as set forth in the by-laws, anyone considered shall have been a guest for at least two (2) meetings.

XXIII AUDITING

An auditing committee comprised of two (2) non-officer member selected by a simple majority shall inspect the corporation records in conjunction with the Treasurer.

XXIV AMENDMENTS

The organization may, at any time, amend these articles by a majority vote of the members, with the exception of this section, which will require a unanimous vote.

XXV FORBIDDEN ACTS

I. No member shall:

- A. Have the right or authority to bind or obligate the LLC to any extent whatsoever with regard to any matter outside the scope of the LLC business.
- B. Assign, transfer, pledge, mortgage or sell all or part of her interest to any other member.
- C. Purchase an investment for the members where less than the full purchase price is paid for same
- D. Use the LLC name, credit or property for other than organization purposes.
- E. Do any act detrimental to the best interest of the organization or which would make it impossible to carry; on the business or affairs of the organization.

II. ANY MEMBER THAT PERFORMS ANY ACT FORBIDDEN ABOVE SHALL BE SUBJECT TO ONE OR ANY COMBINATION OF THE FOLLOWING: SUSPENSION, EXPULSION, LOOSE THE RIGHT TO VOTE, MANDATORY ATTENDANCE OF MEETING DURING THE SUSPENSION PERIOD, FINE, PROSECUTION & OR IMPRISONMENT

AND SHALL MAKE RESTITUTION, FORFEIT THEIR INVESTMENT,
ANY OR ALL OF THE ABOVE UPON A MAJORITY VOTE OF THE
MEMBERS.

XXVI
INDEMNIFICATION

Except as expressly provided in the Operating Agreement, the Company shall indemnify any Member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Miami, Florida, on this 9 day of February, 2006.

SPIRITED SISTERS UNLIMITED, L.L.C.
A Florida limited liability company

By: <u>Flora Jackson</u> FLORA JACKSON, President/Manager	By: <u>Gale Glass Aldrich</u> GALE GLASS ALDRICH, Vice-President/ Manager
<u>Erica R. Powell</u> ERICA R. POWELL, Recording Secretary/ Manager	<u>Beleta Lockwood</u> BELETA LOCKWOOD, Assistant Recording Secretary/Manager
<u>Josephine B. Harris</u> JOSEPHINE B. HARRIS, Treasurer/Manager	<u>Rudean Gillard</u> RUDEAN GILLARD, Financial Secretary/Manager
<u>Syble B. Simmons</u> SYBLE B. SIMMONS, Sergeant-at-Arms/ Manager	<u>Roslyn S. Jackson</u> ROSLYN S. JACKSON, Chaplain/Manager
<u>Lorene Dixon</u> LORENE DIXON, Historian, Manager	<u>Betty G. Larkin</u> BETTY G. LARKIN, Assistant Chaplain/Manager

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on this 9 day of
February, 2006 by FLORA JACKSON, GALE GLASS ALDRICH, ERICA R.
POWELL, BELETA LOCKWOOD, JOSEPHINE B. HARRIS, RUDEAN GILLARD,
SYBLE B. SIMMONS, ROSLYN S. JACKSON, LORENE DIXON and BETTY G.
LARKIN as Member/Manager of SPIRITED SISTERS LIMITED, L.L.C., who (☒) is
personally known to me or () produced _____ as identification.



Kristine Mila
Notary Public - State of Florida

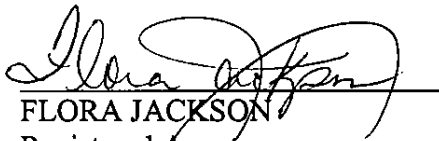
Registered Agent, Registered Office & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration).

The name and the Florida street address of the registered agent are:

Flora Jackson
10735 N.W. 7th Avenue
Miami, FL 33168

Having been named as registered agent and to accept serve 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 as provided for in Chapter 608, F.S.


FLORA JACKSON
Registered Agent

FILED
06 MAY 31 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA