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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Powerhouse Holding Group, LLC  
(Name of Limited Liability Company)

Document # L06000058284 Filed 6/7/2006

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

Please return all correspondence concerning this matter to the following:

Danya M. Rose  
(Name of Person)

\_\_\_\_\_  
(Firm/Company)

560 Hancock Lake Rd  
(Address)

Brooksville, FL 34602  
(City/State and Zip Code)

For further information concerning this matter, please call:

Danya M. Rose at (352) 799-7979  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
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(additional copy is enclosed)

☐ \$60.00 Filing Fee,  
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(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 AMENDMENT  
OF  
POWERHOUSE HOLDING GROUP, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

**ARTICLE 1 – NAME**

The name of the limited liability company shall be **POWERHOUSE HOLDING GROUP, LLC**

**ARTICLE 2 – ADDRESS**

The principal place of business of the Company in Florida shall be 18582 Cortez Blvd. Brooksville, Florida 34601. The LLC may from time to time have other places of business, or conduct business from other places within the state of Florida, as the Managers may decide.

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**ARTICLE 3 – EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 – DURATION**

The Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

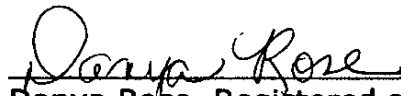
**ARTICLE 5 – PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in any and all lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

## **ARTICLE 6 – REGISTERED AGENT**

The name and Florida street address of the registered agent is:  
Danya Rose 560 Hancock Lake Road, Brooksville, Florida 34602

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



Danya Rose, Registered agent

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## **ARTICLE 7 – MANAGEMENT**

This LLC shall be a manager managed company. The Managing Member of this Company will be:

Marsha Wheaton - 7155 Quarter horse Lane Brooksville, FL 34604-9075

Additional members are:

Tammy Gallo

Wendy McClanahan

Teresa McDaniel

Linda New

Chris Gotski

Clarisa Gloger

Lorrie Deeter

Richard Butts

Eric Olson

Andrew Hankin

Raymond Rose, P.A.

Chris Waterbury

Chris Hammill

Jennifer Onstad

Connie Frazier

## **ARTICLE 8 – ADMISSION OF NEW MEMBERS**

No additional member(s)/managers shall be admitted to the Company. A member/manager may, after the initial purchase by the Company, sell his or her share to another member/manager. However, if such sale takes place before one year and one day from initial purchase, and before purchase can be re-sold, allowing for fluctuations and vagaries in the

market, such sale shall be for the initial investment price ONLY, with no additional consideration for either interest or market fluctuations.

#### **ARTICLE 9 – COMPANY PROPERTY**

No real or other property of the LLC shall be deemed to be owned by any member/manager individually but shall be owned by and title shall be vested solely in the LLC.

#### **ARTICLE 10 – NO LIABILITY OF MEMBERS**

All debts, obligations and liabilities of the LLC, whether arising in contract, tort or otherwise, shall be solely the debts, obligations or liabilities of the LLC, and no member shall be obligated personally for any such debt, obligation or liability of the LLC solely by reason of being a member. This section does not prevent an LLC member, should he or she so choose, from separately agreeing to guaranty or otherwise become liable for a debt which is also one of the LLC.

#### **ARTICLE 11 – POWER TO BIND THE LLC**

No LLC member or group of members acting in their individual capacity – separate and apart from action as LLC members pursuant to these articles – shall have any authority to bind the LLC to any third party with respect to any matter.

#### **ARTICLE 12 – MEMBERS WHO ARE NOT INDIVIDUALS**

Each member who is an artificial entity or otherwise not an individual hereby represents and warrants to the LLC and each Member that such Member is: (a) duly incorporated or formed (as the case may be). (b) validly existing and in good standing under the laws of the jurisdiction of its incorporation or formation, and (c) has full power and authority to act on its own behalf.

#### **ARTICLE 13 – WITHDRAWAL FROM THE LLC**

A manager may, after the initial purchase by the Company, withdraw from the LLC by selling his or her share to another member/manager. However, if such sale takes place before one year and one day from initial purchase, and before purchase can be re-sold, allowing for fluctuations and vagaries in the market, such sale shall be for the initial investment price ONLY, with no additional consideration for either interest or market fluctuations. If, after the first purchase and re-sale is completed, allowing

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for the fluctuations in the market, and the time period of one year and one day to have passed, any manager who wishes to withdraw his or her investment from the LLC may do so, along with his or her share of the profits which may or may not have been realized, without penalty. Each purchase and re-sale transaction shall fall under the one year and one day rule and shall be treated the same as the initial purchase for the purposes of withdrawing from the LLC.

#### ARTICLE 14 - TERMINATION OF THE LLC

If all of the managers vote to withdraw from the Company, by the provision in Article 13, then this Company shall be considered terminated, and after all liabilities have been satisfied, and its affairs completed, including preparation of final financial statements, the LLC shall be terminated and the members/managers shall cause the Company to execute and file a certificate of cancellation in accordance with Florida law.

**IN WITNESS WHEREOF,** The undersigned, an authorized representative of the members of the LLC has made and subscribed these Articles of Organization in Brooksville, Florida, for the forgoing uses and purposes, this 5th day of June, 2006.

Marsha Wheaton, Authorized Rep.  
Marsha Wheaton, Authorized Representative for the members

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