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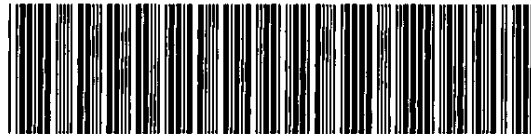
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DIVISION OF CORPORATIONS
2006 JUN 22 PM 4:33

EFFECTIVE DATE
7-1-06

COVER LETTER

TO: Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: VERN STOKES, LLC

The enclosed Articles of Organization (**two copies**) and fees are submitted for filing.

Please return all correspondence concerning this matter to:

Vernon L. Stokes
14505 Anchoret Road
Tampa, Florida 33618

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For information concerning this matter, please call:

Vernon L. Stokes at 813-288-3237

Enclosed is a check for:

\$160.00 (Filing Fees, Certificate of Status & Certified Copy)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

I the undersigned, Registered Agent, desiring to form a Limited Liability Company pursuant to the provisions of Florida Statutes Chapter 608 cited as the "Florida Limited Liability Company Act"; hereby submit and file with the Florida Department of State the following **Articles of Organization**:

ARTICLE I: NAME

The name of the Limited Liability Company (herein after referred to as the "Company") shall be VERN STOKES, LLC.

ARTICLE II: ADDRESS

The mailing address and street address of the Company's principal office shall be as follows:

14505 Anchoret Road
Tampa, Florida 33618

ARTICLE III: REGISTERED AGENT

The name and Florida address of the Company's Registered Agent shall be:

Vernon L. Stokes
14505 Anchoret Road
Tampa, Florida 33618

ARTICLE IV: MANAGEMENT

The Company shall be managed by Managers and the names and addresses of said Managers are:

Vernon L. Stokes MGRM
14505 Anchoret Road
Tampa, Florida 33618

Cynthia L. Stokes MGRM
14505 Anchoret Road
Tampa, Florida 33618

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ARTICLE V: EFFECTIVE DATE

The existence of the Company shall commence on July 1, 2006.

ARTICLE VI: DURATION

The Company shall have perpetual existence unless dissolution or conversion occurs according to law.

ARTICLE VII: PURPOSE

The Company's business activities shall include, but not be limited to, the acquisition, disposition, leasing, management and maintenance of real property and personal property, and managing investment and portfolio assets. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by Florida Statutes Chapter 608 cited as the "Florida Limited Liability Company Act", and the power to:

- a) Sue and be sued, and defend, in its name.
- b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- c) Sell, convey, mortgage, grant a security interest in, lease, exchange and otherwise encumber or dispose of, all or any part of its property.
- d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

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- f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.
- g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.
- h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.
- i) Make donations for the public welfare or for charitable, scientific, or educational purposes.
- j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents and employees.
- k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other entity.
- l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.
- m) Engage in the business of real estate services and development as permitted by law.
- n) Act as principal, agent or broker, and on commission or otherwise, to buy, sell, exchange, lease, let, grant or take licenses in respect of, improve, develop, repair, manage, maintain and operate real property of every kind; to act as loan broker, and generally to do everything suitable, proper and conducive to the successful conduct of a real estate services and development business; and further to own, hold, rent, lease, manage, encumber, improve, exchange, buy and sell all real property, collect rents, and do general real estate services business, and in general to have and exercise all powers, rights, and privileges necessary and incident to carrying out properly the objectives above mentioned.
- o) Purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, lease, possess, maintain, handle, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, trade and deal in and with, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of real property wherever situated and however held.
- p) Hire and employ agents, servants and employees, and to enter into agreements of employment.
- q) Enter into, make, perform and carry out contracts and arrangements of every kind and character with any person, firm, association or corporation.
- r) Carry on any business whatsoever that may be deemed proper and convenient in connection with any of the foregoing or otherwise, and to have and to exercise all powers conferred by the laws of the State of Florida on limited liability companies.
- s) Conduct business in, have one or more offices in, buy, hold,

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mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida.

- t) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and to execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporation indebtedness as required.
- u) Purchase the corporate assets of any other corporation and engage in the same or other character of business.
- v) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- w) The foregoing enumeration of powers shall not be deemed to limit or restrict the general powers of the corporation conferred on it by laws, or to limit or restrict such powers as may be implied to it by the proper exercise of its express purposes and the performance of its authorized functions.

ARTICLE VIII: MEMBERS

The names and addresses of the members of the Company shall be maintained by the Company and kept with its business records.

ARTICLE IX: ADMISSION OF ADDITIONAL MEMBERS

The members may admit additional members in accordance with the operating agreements pertaining to the Company.

ARTICLE X: OWNERSHIP

The ownership interests of the members of the Company shall be in accordance with the membership or ownership certificates issued by the Company.

ARTICLE XI: MEMBERSHIP UNITS

The total number of membership units authorized to be issued by the Company shall be 10,000 units. Each of the said units shall entitle the holder thereof to one (1) vote at any meeting of the members. All or any part of said units may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Manager or Managers of the Company at a meeting called for such purposes. All membership units then issued shall be paid for and shall be nonassessable. The Company elects to have preemptive rights.

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 2006 JUN 22 PM 4:33

IN WITNESS WHEREOF, the undersigned Registered Agent has executed these Articles of Organization and hereby acknowledges that the facts stated herein are true.

A handwritten signature in cursive script, reading "Vernon L. Stokes", written over a horizontal line.

VERNON L. STOKES
As Registered Agent

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTE SECTION 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

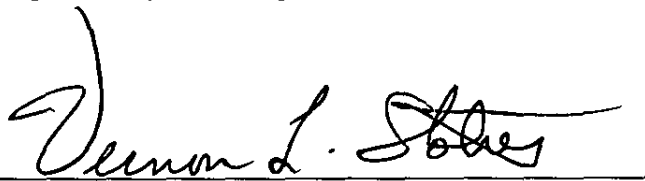
1. The name of the Limited Liability Company is:

VERN STOKES, LLC

2. The name and the Florida street address of the Registered Agent are:

Vernon L. Stokes
14505 Anchoret Road
Tampa, Florida 33618

Having been named as Registered Agent and to accept service of process of 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, Florida Statutes.



VERNON L. STOKES
As Registered Agent

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