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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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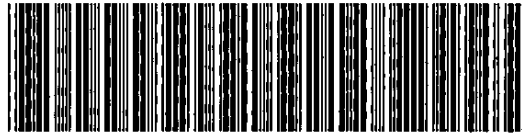
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06 AUG 17 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: **JT Marlin, LLC.**

(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$100.00 Filing fee for Articles of Organization
\$ 25.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$5 if a certificate of status is needed. The fee for a certified copy is \$30.
Please send one check for the total amount made payable to the Florida Department of State.

FROM: **Brian E. Zamorski**

Name (Printed or typed)

6494 Royal Woods Dr. #8

Address

Fort Myers, FL 33908

City, State & Zip

239-770-6208

Daytime Telephone number

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

JT Marlin, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

6494 Royal Woods Drive #8, Fort Myers, Florida 33908

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Brian E. Zamorski

Name

6494 Royal Woods Dr. #8

Florida street address (P.O. Box **NOT** acceptable)

Fort Myers

FL

33908

City, State, and Zip

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TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, F.S.

Brian E. Zamorski

Registered Agent's Signature

Article IV - Management (Check box if applicable.)

- ☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Ned B. Palmer II

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Ned B. Palmer II

Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

Limited Liability Company
Member-Managed Operating Agreement of
JT Marlin, LLC.

THIS AGREEMENT is made effective as of July 14, 2006 among the member(s) and the company.

1. Formation. A limited liability company of the above name has been formed under the laws of the state of Florida by filing articles of organization with the secretary of state. The purpose of the business shall be to carry on any act or activity lawful under the jurisdiction in which it operates. The company may operate under a fictitious name or names as long as the company is in compliance with applicable fictitious name registration laws. The term of the company shall be perpetual or until dissolved as provided by law or by vote of the member(s) as provided in this agreement. Upon dissolution the remaining members shall have the power to continue the operation of the company as long as necessary and allowable under state law until the winding up of the affairs of the business has been completed.

2. Members. The initial member(s) shall be listed on Schedule A. Additional members may be admitted to membership upon the unanimous consent of the current members. Transfer or pledge of a member's interest may not be made except upon consent of all members.

3. Contributions. The initial capital contribution(s) shall be listed on Schedule A. No member shall be obligated to contribute any more than the amount set forth on Schedule A unless agreed to in writing by all of the members and no member shall have any personal liability for any debt, obligation or liability of the company other than for full payment of his or her capital contribution. No member shall be entitled to interest on the capital contribution. Member voting rights shall be in proportion to the amount of their contributions.

4. Profit and Loss. The profits and losses of the business, and all other taxable or deductible items shall be allocated to the members according to the percentages on Schedule A.

5. Distributions. The company shall have the power to make distributions to its members in such amounts and at such intervals as a majority of the members deem appropriate according to law.

6. Management. The limited liability company shall be managed by its members listed on schedule A. In the event of a dispute between members, final determination shall be made with a vote by the members, votes being proportioned according to capital contributions.

7. Registered Agent. The company shall at all times have a registered agent and registered office. The initial registered agent and registered office shall be listed on Schedule A.

8. Assets. The assets of the company shall be registered in the legal name of the company and not in the names of the individual members.

9. Records and Accounting. The company shall keep an accurate accounting of its affairs using any method of accounting allowed by law. All members shall have a right to inspect the records during normal business hours. The members shall have the power to hire such accountants as they deem necessary or desirable.

10. Banking. The members of the company shall be authorized to set up bank accounts as in their sole discretion are deemed necessary and are authorized to execute any banking resolutions provided by the institution in which the accounts are being set up.

11. Taxes. The company shall file such tax returns as required by law. The company shall elect to be taxed as a majority of the members decide is in their best interests. The "tax matters partner," as required by the Internal Revenue Code, shall be listed on Schedule A.

12. Separate Entity. The company is a legal entity separate from its members. No member shall have any separate liability for any debts, obligations or liability of the company except as provided in this agreement.

Schedule A to
Limited Liability Company
Operating or Management Agreement of
JT Marlin, LLC

1. Initial member(s): The initial member(s) are:

Brian E. Zamorski

Ned B. Palmer II

2. Capital Contribution(s): The capital contribution(s) of the member(s) is/are:

Brian E. Zamorski: \$10,000

Ned B. Palmer II: \$10,000

3. Profits and Losses: The profits, losses and other tax matters shall be allocated among the members in the following percentages:

Brian E. Zamorski 50%

Ned B. Palmer II 50%

4. Management: The company shall be managed by:

Its members, Brian E. Zamorski &

Ned B. Palmer II

5. Registered Agent: the initial registered agent and registered office of the company are:

Brian E. Zamorski, 6494 Royal Woods Drive #8, Fort Myers, Florida 33908

6. Tax Matters: The tax matters partner is:

Ned B. Palmer II

**Minutes of a Meeting of Members of
JT Marlin, LLC.**

A meeting of the members of the company was held on July 14, 2006, at
6494 Royal Woods Drive #8, Fort Myers, Florida 33908.

The following were present, being all the members of the limited liability company:
Brian E. Zamorski Ned B. Palmer II

The meeting was called to order and it was moved, seconded and unanimously carried that
Ned B. Palmer II act as Chairman and that Brian E. Zamorski act
as Secretary.

After discussion and upon motion duly made, seconded and carried the following resolution(s)
were adopted:

A \$20,000 (\$10,000 per member) contribution to the company will be made in December of 2006.

This money will be used to purchase an investment property of some sort in Tallahassee, Florida.

There being no further business to come before the meeting, upon motion duly made,
seconded and unanimously carried, it was adjourned.

Brian E. Zamorski
Secretary

Members:

Brian E. Zamorski

Ned B. Palmer II

Certificate of Authority
for
JT Marlin, LLC

This is to certify that the above limited liability company is managed by its

☒ members

☐ managers

who are listed below and that each of them is authorized and empowered to transact business on behalf of the company.

Name

Address

Brian E. Zamorski

6494 Royal Woods Dr. #8

Fort Myers, Fl 33908

Ned B. Palmer II

2102 Alamanda Dr. #103

Naples, Fl 34102

Date: July 14, 2006

Name of company:

JT Marlin, LLC

By: 

Position: Member