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TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BRENDA E, LLC  
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

J. Todd Taylor, Esq.

(Name of Person)

Delzer, Coulter, Hengesbach, Taylor & Bell, PA

(Firm/Company)

5438 Spring Hill Drive

(Address)

Spring Hill, FL 34606

(City/State and Zip Code)

For further information concerning this matter, please call:

Nancy Amore at (352) 683-1963  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy (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 ORGANIZATION**

**OF**

**BRENDA E, LLC**

The undersigned, for purposes of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I**

**Name**

The name of the limited liability company is Brenda E, LLC (the "Company")

**ARTICLE II**

**Duration**

This Company shall exist on the date of the filing of these Articles of Organization with the Secretary of State of Florida. The duration of the Company shall be perpetual.

**ARTICLE III**

**Nature of Business and Mailing Address**

This Company is organized for the purpose of transacting any or all lawful business. The mailing address is P.O. Box 10875, Brooksville, FL 34603 and the street address of the Company's initial principal office is 13231 Peace Blvd., Spring Hill, FL 34610.

**ARTICLE IV**

**Initial Registered Office Agent**

The name of the initial registered agent of the Company is Delzer, Coulter, Hengesbach, Taylor & Bell, PA, and the street address of the initial registered office of this Company is 5438 Spring Hill Drive, Spring Hill, FL 34606.

**ARTICLE V**

**Indemnification**

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was manager, member, director, officer of the Company, or is or was serving at the request of this Company as a manager, member, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorney fee's), judgments, fines and amounts paid in settlement and reasonably incurred by such party in connection with any such action, suit or proceeding ("Indemnified Person"), unless such person breached or

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failed to perform his duties as a manager, member, officer, employee, or agent of this Company and such breach constitutes:

- (1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the manager, member, director, officer, employee, agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act of omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his/her breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he has reasonable cause to believe that his/her conduct was lawful or had no reasonable cause to believe that his/her conduct was unlawful.

The indemnification provided by this Article shall continue as to any Indemnified Person who has ceased to be a manager, member, director, or officer, or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligation of the Company arising hereunder of claims relating to matters occurring prior to repeal or modification.

#### **ARTICLE VI** **Management**

This Company will be managed by one or more Manager(s) in accordance with the Operating Agreement of the Company. The number of manager(s) shall be increased or diminished from time to time by the Members. The initial Manager(s), shall serve until the first annual meeting of the members, or until their successors are elected and qualified.

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The names and street addresses of the initial Manager(s) of the company is/are:

Carol Spada  
13231 Peace Blvd.  
Spring Hill, FL 34610

**ARTICLE VII**  
**Purpose**

The Company's business and purpose shall consist solely of and such lawful activities as are necessary, incidental or appropriate in connection therewith, or otherwise approved by the Manager(s).

**ARTICLE VIII**  
**Power and Duties**

Notwithstanding any other provisions of these Articles, without the consent of all members, the Manager(s) shall have no authority to:

- (i) borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and lease obligations in the normal course of business, or grant consensual liens on the Company's property;
- (ii) dissolve or liquidate the Company;
- (iii) sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;
- (iv) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any action;
- (v) amend, modify or alter Articles VIII, IX, X, XI, or XII of the Articles or
- (vi) merge or consolidate with any other entity.

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**ARTICLE IX**  
**Title to Company Property**

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in his, her or its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

**ARTICLE X**  
**Separateness/Operations Matters**

The Company shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets, property and equipment in such a manner that it is not costly or difficult to segregate, identify, or ascertain such assets
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person or entity;  
and
- (j) not assume, guarantee or pay the debts or obligations of any other person or entity.

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**ARTICLE XI**  
**Effect of Bankruptcy, Death or Incompetency of a Member**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions hereunder and under the Operating Agreement of the Company, if any, to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. (The foregoing shall apply to the extent permitted by applicable law and the Operating Agreement of the Company.)

**ARTICLE XII**  
**Amendments**

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned authorized representatives of the initial members have executed these Articles the 22<sup>nd</sup> day of November, 2006.

  
\_\_\_\_\_  
Carol Spada, Manager of  
September 22<sup>nd</sup>, LLC.

STATE OF FLORIDA }  
                                  }  
COUNTY OF                }

The foregoing instrument was acknowledged before me on this 22<sup>nd</sup> day of Nov., 2006 by Carol Spada, who is personally known before me or who has produced as identification.



  
\_\_\_\_\_  
Notary Public State of Florida  
Print Name: **THOMAS M. VICINANZA**  
My Commission Expires: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

Pursuant to the Provisions of Chapter 608, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent, in the State of Florida.

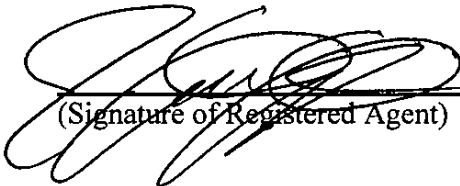
1. Company Name: Brenda E, LLC
2. Registered Agent: Delzer, Coulter, Hengesbach, Taylor & Bell, PA,
3. Address for Service: 5438 Spring Hill Drive  
Spring Hill, FL 34606

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ENTITTY 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**

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(Signature of Registered Agent)

11-2-2006  
(Date)