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FLORIDA/FOREIGN LIMITED LIABILITY CO

Keebie Holdings, LLC

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ARTICLES OF ORGANIZATION

OF

KEEBIE HOLDINGS, LLC

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company.

Article I
Name

The name of the limited liability company is Keebie Holdings, LLC.

Article II
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles Of Organization with the Florida Department Of State.

Article III
Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units Keebie Holdings, LLC is authorized to have outstanding is 100 units, all of which shall be identical units.

Section B. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Article IV
Registered Agent And Office

The address of the initial Registered Office of the Company is 3111 Cardinal Drive, Vero Beach, Florida 32963, and the name of its initial Registered Agent at such address is Richard B. Candler.

Richard B. Candler
Florida Bar No. 0510040
3111 Cardinal Drive
Vero Beach, FL 32963

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Article V
Principal Office

The mailing address and street address of the principal office of the Company is 1815 Mooringline Drive, #3C, Vero Beach, Florida 32963.

Article VI
Organizer

The name and address of the organizer is:

Richard B. Candler
3111 Cardinal Drive
Vero Beach, Florida 32963

Article VII
Purpose And Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act.

Article VIII
Management

The Company is to be managed by a Manager or Managers. The Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Manager of the Company, who shall serve as such until its successor is elected and shall qualify, is:

<u>Office</u>	<u>Name and Address</u>
Manager	Ingrid Biesaart 1815 Mooringline Drive, #3C Vero Beach, Florida 32963

Article IX
Indemnification

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or

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other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X **Copies**

Copies of the Operating Agreement of Keebie Holdings, LLC may be obtained from Ingrid Biesart via a written request mailed to 1815 Mooringline Drive, #3C, Vero Beach, Florida 32963.

Article XI **Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Manager.

Article XII **Amendment Of Articles Of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

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

Signature of Member or authorized representative of Member.

Dated December 29, 2006.

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Richard B. Candler

Richard B. Candler
Organizer

State of Florida)
) ss.
County of Indian River)

The foregoing instrument was acknowledged before me this December 29, 2006 by Richard B. Candler, who is personally known to me or who has produced _____ as identification.

Julie T. Fink
Notary Public, State of Florida at Large
Print Name: JULIE T. FINK
My Commission Expires: 4/14/09
Commission No. DD396685



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent and to accept service of process for the above-stated limited liability company, by the Articles of Organization of Keebie Holdings, LLC, at the place designated in the Articles, 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.

Richard B. Candler

Richard B. Candler

Date: Dec 29, 2006

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