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SECRETARY OF STATE OIVISION OF CORPORATIONS

TO: **Registration Section** 

Division of Corporations

SUBJECT: CJST, LLC

The enclosed Articles of Organization and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

K. Ingrid Cloninger Cloninger & Files Attorneys at Law 1519 West Broadway Oviedo, Florida 32765

For further information concerning this matter, please call:

K. Ingrid Cloninger at (407) 365-5696

Enclosed is a check for the following amount: \$130.00 Filing Fee and Certificate of Status

Street Address: Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Mailing Address:

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

## ARTICLES OF ORGANIZATION

**OF** 

CJST, LLC

# DIVISION OF CORPORATIONS 07 JAN 1 | PM 2: 54

#### **ARTICLE I - NAME**

The name of the Limited Liability Company is CJST, LLC, ("Company").

# **ARTICLE II - ADDRESS**

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

**Principal Office Address:** 

Mailing Address:

1681 Eagle Nest Circle Winter Springs, Florida 32708

1681 Eagle Nest Circle Winter Springs, Florida 32708

# **ARTICLE III - PURPOSE**

The purpose for which Company is organized is to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company

# ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

#### ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

## ARTICLE VI - REGISTERED AGENT AND OFFICE

The Company hereby designates the following as the initial registered agent and office to accept service of process within the State of Florida:

CARLOS LUIS SARACCO 1681 Eagle Nest Circle Winter Springs, Florida 32708

#### ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Fl. Stat. § 608.4235, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

# **ARTICLE VIII - INDEMNIFICATION**

- (a) The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as director or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.
- (b) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

	IN WITNESS THEREOF, the undersigned has hereunto set his or her hand and seal the			
<u>5<sup>4</sup></u>	day of January, 2007.	07 JAN	DIVISION	
	CJST, LLC	II PH	TARY OF S	
	CARLOS LUIS SARACÇO  Member	2: 54	ATTONS	

(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.)

# ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

CARLOS LUIS SARACCO Registered Agent

Date Signed