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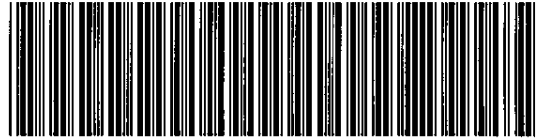
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TALLAHASSEE, FLORIDA
DIVISION OF STATE
CORPORATIONS

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07 JAN 26 PM 1:56
TALLAHASSEE, FLORIDA
DIVISION OF STATE
CORPORATIONS

Capitol Services, Inc.

2750 Old St. Augustine Rd., N-145

Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent

Office Use Only

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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Starpointe, L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 1/25/07

☐ Certified Copy

☐ Mail Out

☐ Will wait

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☐ Certificate of Status

NEW FILINGS

- ☒ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

STARPOINTE, L.L.C.

FILED
07 JAN 26 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be STARPOINTE, L.L.C., (hereinafter referred to as "Company").

ARTICLE II -- ADDRESS

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

1701 Highway A-1-A, Suite 220
Vero Beach, FL 32963

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida shall be Coastal Corporate Services, Inc., 1701 Highway A-1-A, Suite 220, Vero Beach, Florida 32963.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company in the amounts and in the manner set forth in the Operating Agreement of the Company.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members and in the amounts and in the manner set forth in the Operating Agreement of the Company.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the

members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- MANAGERS

The name and address of each initial Manager is as follows:

Rhett Palmer

190 Sea Gull Drive
Vero Beach, FL 32960

David A. Walsh

768 24th Square
Vero Beach, FL 32962

ARTICLE IX -- MANAGEMENT

The company shall be managed by one or more managers in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization this 19th day of January, 2007.

By


Rhett Palmer

By


David A. Walsh

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE AND ACCEPTANCE OF REGISTERED AGENT**

Under the provisions of Florida Statutes, Chapter 608, STARPOINTE, L.L.C., a Florida limited liability company, submits the following statement to designate a registered agent and registered office in the State of Florida:

1. The name of the limited liability company is STARPOINTE, L.L.C.
2. The name of the registered agent is COASTAL CORPORATE SERVICES, INC.
3. The registered office is 1701 Highway A-1-A, #220, Vero Beach, Florida 32963.

The undersigned, being the person named in the Articles of Organization of STARPOINTE, L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Dated this 19 day of JANUARY, 2007.

COASTAL CORPORATE SERVICES, INC.

By 
Ira C. Hatch, President