

LO7000022398

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

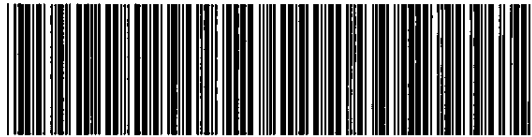
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

#125-CF



100082730531

02/27/07--01001--003 **125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
07 FEB 27 PM 1:53

LAW OFFICE OF
CLARK A. STILLWELL, LLC
ATTORNEY AT LAW

BANK OF INVERNESS BUILDING
320 U.S. HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

TELEPHONE: (352) 726-6767

FAX: (352) 726-8283

caslaw@tampabay.rr.com

MAILING ADDRESS:

POST OFFICE BOX 250

INVERNESS, FL 34451-0250

February 16, 2007

Division of Corporations
Post Office Box 6478
Tallahassee, Florida 32314

Re: Articles of Organization
William B. Gee Enterprises, LLC

Dear Sir:

Enclosed please find our firm check in the amount of One Hundred Twenty Five Dollars and No/Cents (\$125.00) representing the filing fee of Limited Liability Company and Agent Registration in regard to the above referenced entity. Thank you for your prompt attention to this matter.

Very truly yours,

LAW OFFICE of CLARK A. STILLWELL, LLC



Clark A. Stillwell

CAS/tp

Enclosure

C:\MyFiles\AKKERMAN\STATE2.WPD

ARTICLES OF ORGANIZATION OF
William B. Gee Enterprises, LLC

The undersigned certify that they have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall, **William B. Gee Enterprises, L.L.C.**, and its principal office shall be located at **825 N. Citrus Avenue, Crystal River, Florida, 34429**, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be at **825 N. Citrus Avenue, Crystal River, Florida, 34429**.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. To own and hold real property for investment.

3(a). Subject to No. 1 and No. 2; In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3(b). To purchase or otherwise acquire, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 27 PM 1:53

liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

3(c). To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

3(d). To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

3(e). To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a

limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by one or more managers. The name and address of the initial manager(s) who shall serve until a successor is elected and qualified is as follows:

Mr. William Gee, Managing Partner

**825 N. Citrus Avenue
Crystal River, Florida, 34429**

On general business matters, the signature of only one (1) General Manager shall be required unless the matter involves the sale of real property and then all acting managers will sign on behalf of the Limited Liability Company.

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members

shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by each member in equal shares or contributions of real or personal property as reflected by the operating agreement. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the member(s). Member(s) will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits according to their pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations. The distributive share of the profits shall be determined and paid to the members as soon as practicable after the close of each fiscal year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business according to each members pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations.

ARTICLE VIII DURATION

This limited liability company shall have perpetual existence, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

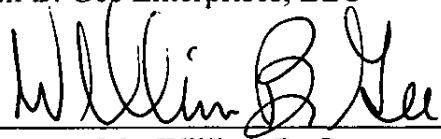
The address of the initial registered office of the limited liability company is 320 U.S. Highway 41, Inverness, Florida 34450, City of Inverness, County of Citrus, State of Florida, and the name of the company's initial registered agent at that address is Clark A. Stillwell.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **William B. Gee Enterprises, LLC**.

Executed by the undersigned at Inverness, Florida, on FEBRUARY 14,
2007

William B. Gee Enterprises, LLC

By: _____



Name: Mr. William B. Gee,
Managing Partner

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 14th day of February, 2007, by William B. Gee, Managing Partner, **William B. Gee Enterprises, LLC**.

is personally known to me yes (yes/no)
produced identification _____ (yes/no)
I.D. produced _____ (if applicable)

Tracy M. Price
Notary Public

Name: Tracy M. Price
Commission Expires: _____
Commission No. _____



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for **William B. Gee Enterprises, LLC**, at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 02/15/07

LAW OFFICE of CLARK A. STILLWELL, LLC

By: Clark A. Stillwell
Clark A. Stillwell