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(Requestor's Name)

Law Offices of John L. Di Masi  
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Orlando, FL 32801

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**ARTICLES OF ORGANIZATION  
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Florida Statutes Chapter 608 et seq. "The Florida Limited Liability Company Act" as amended, the below named entity adopts these Articles of Organization as of the date and time when these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on this original document, in accordance with the following:

**ARTICLE I - NAME.**

The name of the Limited Liability Company is SKIN LIFE, LLC.

**ARTICLE II - ADDRESS.**

The mailing address and street address of the principal office of the Limited Liability Company is 2649 Fawnlake Trail, Orlando, FL 32809.

**ARTICLE III - REGISTERED AGENT.**

The name and the Florida street address of the registered agent are:

DAVID DAVIDSON  
2649 Fawnlake Trail, Orlando, FL 32809

*Having been named as registered agent and to accept service of process for the above named limited liability company 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
\_\_\_\_\_  
Registered Agents Signature

**ARTICLE IV - MANAGEMENT.**

The company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

DAVID DAVIDSON  
2649 Fawnlake Trail  
Orlando, FL 32809

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## **ARTICLE V - DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

## **ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS.**

Except as set forth in the regulations, 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 interest only as set forth in the regulations of the company.

## **ARTICLE VII - MEMBER'S RIGHT TO CONTINUE BUSINESS.**

The unanimous approval of the remaining members is required to continue the business upon 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 this limited liability company.

## **ARTICLE VIII - CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company by way of cash or property.

## **ARTICLE IX - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all members, or as provided in the regulations.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization on the 5<sup>th</sup> day of ~~February~~ March, 2007.

By: SKIN LIFE, LLC

  
Print Name: DAVID DAVIDSON  
As its: Member/Manager

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**MEMBERS' ACTION BY WRITTEN CONSENT**

Pursuant to the authority of Chapter 608 of the Florida Statutes, the undersigned, being the Members of SKIN LIFE, LLC, a Florida limited liability company, (hereinafter referred to as the "Corporation") do hereby affirmatively vote for, consent to, adopt, and approve the following resolutions:

**RESOLVED**, that the Corporation elect to be treated as a partnership for income tax purposes, subject to receipt of written consent to such election by all Members; and it was further

**RESOLVED**, that the Manager is hereby authorized and directed to take any and all action necessary or desirable to comply with all requirements of the Internal Revenue Service for making said election.

Dated: February \_\_, 2007.

  
\_\_\_\_\_  
DAVID DAVIDSON  
Member/Manager

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Dated: February \_\_, 2007.

  
\_\_\_\_\_  
DAVID DAVIDSON  
Member/Manager

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**MINUTES OF THE MEETING OF THE MEMBERS  
OF  
SKIN LIFE, LLC**

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A meeting of the Members of SKIN LIFE, LLC, a Florida limited liability company (hereinafter referred to as the "Company"), was held at 2649 Fawnlake Trail, Orlando, FL 32809, on the \_\_\_\_ day of February, 2007, at \_\_\_\_\_.m.

The meeting was called to order by DAVID DAVIDSON, as Member/Manager, who presided as Secretary of the meeting.

A Waiver of Notice and Consent to Meeting, signed by the Members, was read and ordered to be filed in the minute book of this Limited Liability Company immediately preceding the minutes of this meeting.

Upon motion duly made, seconded, and unanimously carried, the reading of the roll was waived. The following persons, being all of the Members of the Company, were present in person at the meeting:

**DAVID DAVIDSON**

The Manager declared that a quorum was present and that the meeting was duly organized and open for transaction of such business as might come before it.

The Secretary then presented and read a copy of the Waiver of Notice and Consent to the meeting duly executed by the Members, pursuant to which the meeting was held, and the Waiver of Notice and Consent was ordered to be filed in the minute book of this Company immediately preceding the minutes of this meeting.

The Manager reported that the Articles of Organization of this Company had been filed with the Secretary of State of the State of Florida on the \_\_\_\_ day of February, 2007, and that all necessary filing fees and taxes in connection with the filing of the Articles of Organization had been paid.

The Articles of Organization of this Company were then presented and read. Upon motion duly made and carried, the Articles of Organization were unanimously approved and accepted and the Secretary was directed to file the Articles of Organization in the front of the minute book of this Company.

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The Secretary then exhibited the proposed form for the Membership Certificates and seal of this Company. Whereupon, on motion duly made and seconded, the form for stock certificates and seal were unanimously adopted. The seal of this Company, as adopted, is the same as that impressed on this page immediately below:

The Secretary was directed to issue Membership Certificates of the Company only on the approved form of the Membership Certificates and to attach a sample copy thereof, marked in ink "Specimen" on the page of the minute book of this Company immediately following the minutes of this meeting.

The Operating Agreement for the government of this Company and for the regulation and management of its affairs was presented and read article by article by the Secretary. Whereupon, on motion duly made and carried, the same were unanimously adopted in their entirety as the Bylaws of this Company, and the Secretary was directed to record the Operating Agreement in the minute book of this Company immediately following the Articles of Organization.

Nomination having been made, and upon motion duly made, seconded, and unanimously carried, the following officers of this Company were elected:

**DAVID DAVIDSON**

**Member/Manager**

The Chairman then brought up for discussion the designation of the Company's principal place of business and the selection of a registered agent, as required by law. On motion duly made, seconded, and unanimously carried, it was:

**RESOLVED**, that the office of this Company at 2649 Fawnlake Trail, Orlando, FL 32809 is designated as the Company's principal place of business.

**RESOLVED**, that the office for service of process within the State of Florida shall be located at 2649 Fawnlake Trail, Orlando, FL 32809.

**RESOLVED**, that DAVID DAVIDSON is designated as the Registered Agent of this Company upon whom process may be served.

The Chairman stated that DAVID DAVIDSON had surrendered rights as an incorporator to the Membership Certificates of this Company. The Secretary was directed to record the document wherein said incorporator's rights were surrendered to the Company in the minute book of this Company following the

minutes of this meeting.

Whereupon, after motion duly made and seconded, it was unanimously:

**RESOLVED**, that DAVID DAVIDSON is hereby appointed and elected as Manager.

**RESOLVED**, that DAVID DAVIDSON, become a Member of the Company, owning ONE-HUNDRED percent (100%) of the Member Interests.

**RESOLVED**, that the Manager of this Company be and hereby is authorized to issue Membership Certificates of the Company for ONE-HUNDRED (100) units to DAVID DAVIDSON.

Upon motion duly made, seconded, and unanimously carried, it was:

**RESOLVED**, that this Company open a corporate checking account with a banking institution selected by the Manager and Secretary, that funds may be withdrawn from said checking account upon the authorized signature of the Manager, and that the authorized signature of either the Manager be required for making loans on behalf of the Company; and further

**RESOLVED**, that the members hereby adopt the form of banking resolution required by said banking institution attached hereto.

There being no further business, the meeting was duly adjourned.

Dated the \_\_\_\_ day of February, 2007.

**SKIN LIFE, LLC**

By: \_\_\_\_\_

DAVID DAVIDSON

Its: Member/ Manager

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**NOTICE OF SPECIAL MEETING OF MEMBERS  
OF  
SKIN LIFE, LLC**

To: DAVID DAVIDSON

PLEASE BE ADVISED THAT:

A Special Meeting of the Members of the above-named limited liability company has been called by the Members for said limited liability company in accordance with the regulations. The purpose of such Special Meeting is consider the vesting of ONE-HUNDRED PERCENT (100%) of the Membership Interest in the company to DAVID DAVIDSON pursuant to the Operating Agreement of the above named limited liability company.

Such Special Members' Meeting shall be held on the \_\_\_\_ day of February 2007, at \_\_\_\_  
\_\_\_\_.m. at the corporate offices of SKIN LIFE, LLC

DATED: February \_\_\_, 2007.

  
DAVID DAVIDSON  
Member/Manager

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