

LO7000043425

Brian 545-2312

(Requestor's Name)

(Please call when ready)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

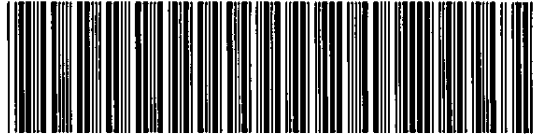
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

*[Handwritten signature]*

Office Use Only



600095512136

04/24/07--01021--016 \*\*155.00

FILED

07 APR 24 PM 1:37

RECEIVED

07 APR 24 AM 10:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Please call when ready  
Brian

545-2312

Frances Casey Lowe, P.A.  
3119-B Crawfordville Highway  
Crawfordville, Florida 32327  
Phone (850) 926-8245 Fax (850) 926-2396

April 24, 2007  
Hand Delivery

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FILED  
07 APR 24 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

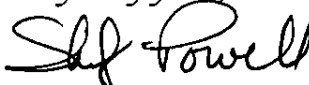
RE: Barnes Enterprises, LLC

To Whom It May Concern:

Enclosed please find the following documents:

- One original Articles of Organization for filing;
- One copy of the Articles of Organization for a certified copy; and
- A check (No. 2568) in the amount of \$155.00 for the filing fee and expense of one certified copy.

If you have any questions regarding this matter, please feel free to contact me at 926-8245.

Very truly yours,  
  
Shelly Powell

Enclosures

**ARTICLES OF ORGANIZATION  
OF  
Barnes Enterprises, LLC**

**FILED**  
07 APR 24 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is Barnes Enterprises, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws. The initial purpose will be to operate an athletic franchise.

4. Address of Place of Business.

The street address and mailing address for the Company is 54 Feli Way, Crawfordville, FL 32327, respectively. This address may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Frances Casey Lowe, Esq. and the initial registered office is located at Frances Casey Lowe, P.A., 3119-B Crawfordville Highway, Crawfordville, Florida, 32327.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Federal Identification Number.

The Company's federal identification number for federal tax purposes is 20-5221970. The Company shall be a qualified Subchapter "S" Company pursuant to federal and state tax laws.

8. Members.

The Company shall have at least two (2) members and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

9. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved upon obtaining prior written consent of all the remaining members of the Company.

10. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members as a member-managed company, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company. The initial managing members are as follows:

**Title:**

**Name and Address:**

Managing Member/President

Nathan S. Barnes  
8 Hines Street  
Crawfordville, FL 32327

Managing Member/Vice President

Della Shadon Barnes  
8 Hines Street  
Crawfordville, FL 32327

11. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to full extent permitted under the Act.

Executed at Crawfordville, Florida on April 23, 2007

By   
Frances Casey Lowe, Esquire  
Attorney for Barnes Enterprises, LLC

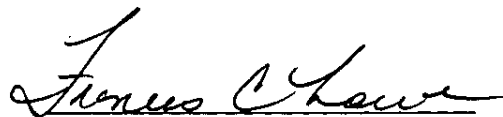
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WITH WHOM  
PROCESS MAY BE SERVED.**

Pursuant to the provisions of Section 608.507 Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is Barnes Enterprises, LLC.
2. The name of the registered agent and office is Frances Casey Lowe and the initial, registered office is located at 3119-B Crawfordville Highway, Crawfordville, Florida 32327.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.

  
Frances Casey Lowe, Registered Agent