

LO 7000043950

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

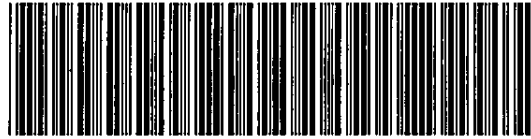
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100097593321

04/24/07--01011--002 **125.00

FILED
2007 APR 24 P 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A

LAW OFFICES
WILLIAM GUNDLACH, P.A.
2780 EAST OAKLAND PARK BOULEVARD
FT. LAUDERDALE, FLORIDA 33306

TELEPHONE (954) 564-0500
FAX (954) 564-4597

RECEIVED
07 APR 23 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 19, 2007

Secretary of State
The Capitol, Plaza Level 2
Tallahassee, FL 32399-0250

Re: MILTON, LLC


Gentlemen:

Enclosed please find the Articles of Organization of MILTON, LLC, for filing with the Department of State, together with a check in the sum of \$125.00 as a filing fee. Attached to the Articles is the Appointment of the Resident Agent to serve in such capacity.

If you find everything to be in order, please send an acknowledgment of the filing of this LLC by stamping such on the enclosed copy of the same.

Should you have any questions concerning this matter, please call me.

Sincerely yours,


William Gundlach

WG:el

Enclosures: As stated

FILED
2007 APR 24 P 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF MILTON, LLC

The undersigned, intending to form and create a Limited Liability Company, as defined in §608.401, *et seq.*, the Florida Limited Liability Company Act, hereby states and certifies as follows:

ARTICLE I - NAME

The name of the limited liability company shall be MILTON, LLC.

ARTICLE II - DURATION

The period of its duration shall be perpetual.

ARTICLE III - ADDRESS

The mailing address and the street address of the principal office of the limited liability company is: 2780 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306.

ARTICLE IV - REGISTERED AGENT

The name and street address of the initial registered agent for service of process in this State shall be WILLIAM GUNDLACH, 2780 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306.

ARTICLE V - POWERS

This limited liability company shall have all of the powers set forth in Chapter 608, Florida Statutes, and, specifically, in §608.404 thereof.

ARTICLE VI - PURPOSE

The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under the Florida Limited Liability Company Act.

ARTICLE VII - REGULATIONS

FILED
2007 APR 24 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The powers to adopt, alter, amend or repeal the regulations of this Limited Liability Company shall be vested in the members of the company. Regulations shall be adopted, repealed, altered or amended only by unanimous vote

ARTICLE VIII - ADMISSION OF MEMBERS

No person may be admitted as a member unless all members consent in writing to the admission of the additional member.

ARTICLE IX - DEBT

No debt shall be contracted, nor contractual liability incurred by or on behalf of the Limited Liability Company, except upon unanimous consent in writing of all members.

ARTICLE X - BINDING EXECUTIONS

Instruments and documents providing for the acquisition, mortgage or disposition of property of the Limited Liability Company, shall be valid and binding upon the company only if they are executed by the manager of the Limited Liability Company with the written consent of all of the members.

ARTICLE XI - PROFITS AND LOSSES

The profits and losses of this company shall be allocated among the members on the basis of each member's relative capital account.

ARTICLE XII - WITHDRAWAL OF MEMBERS

A member may withdraw from this company upon not less than six (6) month's prior written notice to each non-withdrawing member at his or her address, as set forth in the records of the corporation. Upon withdrawal, the withdrawing member shall be entitled to receive any distribution to which he or she is entitled under the Regulations of this Limited Liability Company, and to receive, within a reasonable time after withdrawal, the balance of the withdrawing member's capital

FILED
2007 APR 24 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

account, provided, however, that such withdrawal does not cause the liabilities of the company to exceed the value of the company's remaining assets or materially affect the cash flow of the company so as to threaten its insolvency. A member does not have the right to demand the return of contributed property upon withdrawal, but shall receive cash in return for his or her contribution to capital. A withdrawing member shall be liable to the company for a period of one (1) year after withdrawal for the amount of the returned contribution, which may be necessary to discharge the limited liability company's liabilities to creditors who extended credit to the company during the period the contribution was held by the company.

ARTICLE XIII - ASSIGNMENT OF INTEREST

A member's interest in the company is not transferrable or assignable, in whole or in part, unless all non-assigning members consent to the assignment or transfer. An assignment or transfer, whether voluntary or involuntary, which is not consented to by all members does not dissolve the company, nor does it entitle the assignee or transferee to become, or to exercise any rights or powers of a member. Such an assignment or transfer only entitles the assignee or transferee to share in the profits and losses, to receive distributions, and to receive allocations of income, gain, loss or credit, to which the assignor or transferor was entitled, to the extent assigned or transferred. The assignee or transferee of an interest may become a member only if membership is specifically consented to by all other members.

ARTICLE XIV - CERTIFICATE OF LIMITED LIABILITY

A member's interest in this company is personal property and shall be evidenced by a Certificate of Limited Liability Company interest. It should receive the Certificate at the time of the contribution of cash, property or other assets to the company.

ARTICLE XV - NON-LIABILITY OF MEMBERS AND MANAGERS

Neither the members of the company nor the manager are liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Limited Liability Company, except as is provided in Chapter 608, Florida Statutes.


ARTICLE XVI - INDEMNIFICATION

The company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is, or was a member, managing member or employee of the company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability corporation, partnership, joint venture, trust or other enterprise, against any and all expenses, including reasonable attorneys fees, judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or other proceeding by judgment, order, settlement, conviction or plea of *nolo contendere*; or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

The foregoing indemnifications shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct


of the member seeking indemnification.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be our act this 18th day of April, 2007, at Ft. Lauderdale, Broward County, Florida, by all of the members of this limited liability company.


WILLIAM GUNDLACH, Member

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608.415 F.S.


WILLIAM GUNDLACH
4.18.07
2007 APR 24 P 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED