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FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
07 MAY 25 PM 2:47

TOP TO BOTTOM HOLDINGS LLC.

**5211 SW 159th Avenue
Miramar, Florida 33027**

May 15, 2007

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Transmittal Letter

The name of the Limited Liability Company is: TOP TO BOTTOM HOLDINGS LLC

The enclosed Articles of Organization and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following:

Neville P. John Martin

(Name of Person)

Top To Bottom Holdings LLC

(Firm/Company)

5211 SW 159th Ave.

(Address)

Miramar, Florida 33027

(City/State and Zip Code)

Enclosed is an original and (1) copy of the article of organization and a check for \$100.00 for the following:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

Sincerely,



Neville P. John Martin
President

bk/npm

cc: File

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

Pursuant to section 608.407, Florida Statutes, the Articles of Organization must set forth the following:

ARTICLE I - NAME

The name of the limited liability company is TOP TO BOTTOM HOLDINGS LLC

ARTICLE II - COUNTY LOCATED

The county within which the office of Limited Liability Company is located is Broward

ARTICLE III - PRINCIPAL OFFICE

The mailing address of the limited liability company's initial principal office is 5211 SW 159th Avenue, Miramar Florida 33027. The corporation may maintain offices and/or transact business at other locations, either within or without the state of Florida.

ARTICLE IV - MANAGEMENT

The business of the company shall be conducted under the exclusive management of its members who shall vote according to their proportionate interest in their company and shall have exclusive authority to act for the company in all matters. Members cannot enter into a Business. The name and address of each Manager or Managing members are:

<u>TITLE</u>	<u>MEMBERS</u>
Managing Member	Neville P. John Martin 5211 SW 159 th Ave. Miramar, Florida 33027
Managing Member	Dezerine N. Martin 5211 SW 159 th Ave. Miramar, Florida 33027

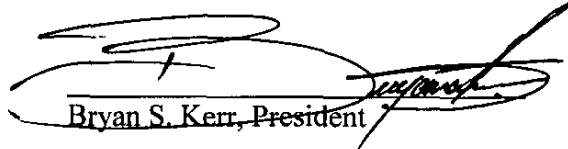
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ARTICLE V – REGISTERED AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Kerr & Kerr LLC
9924 SW 156 Ct.
Miami, Florida 33196
Dade County

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, Florida Statutes.


Bryan S. Kerr, President

05-16-07
Date

ARTICLE VI - PURPOSE

The purpose of the limited liability company is to engage in all lawful business for which corporations may be incorporated under the laws of the state of Florida.

ARTICLE VII - DURATION

The duration of the corporation shall be perpetual.

ARTICLE VIII – CONTINUATION

The remaining Members of the limited liability company by unanimous vote may exercise the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event, which terminates the continued membership of a Member in this limited liability company. Members cannot enter into Business.

ARTICLE VIII - OPERATING PROVISIONS

The provisions for the operation, regulations, and management of the business and initial affairs of the corporation shall be as set forth in the bylaws, which may be amended from time to time by a majority vote of a quorum of the board of Directors.

ARTICLE IX - FISCAL YEAR

The fiscal year of the corporation shall be from January 01 of each year to December 31 of each year.

ARTICLE X - MEMBERS

The name and residence address of the person constituting the initial board of directors is:

Neville P. John Martin
President / Treasurer
5211 SW 159th Ave
Miramar, Florida 33027

Dezerine N. Martin
Vice President / Secretary
5211 SW 159th Ave
Miramar, Florida 33027

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE X - CAPITALIZATION

The total initial capital contribution by the members of this LLC has an agreed value of \$1,000.

ARTICLE XI - ADDITIONAL CAPITAL CONTRIBUTION

Additional capital contributions if required shall be contributed in accordance with the members' membership percentages.

ARTICLE XII - ADMISSION OF MEMBERS.

Additional Members may be admitted to this LLC only with upon such terms as are unanimously agreed to by all Members in the Operating Agreement.

ARTICLE X - LIABILITY OF MEMBERS

To the fullest extent permitted by law, no member of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any member or officer who is involved in litigation or other proceeding because of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation fully permitted by law.

ARTICLE XI

OTHER PROVISIONS

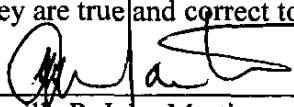
Preemptive Rights. The corporation elects to have preemptive rights so that each member has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Member Transfer Restriction. No member of this corporation shall sell any portion of company held by him or her without first offering to sell such portion to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time portion is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the member and shall exercise the option to purchase by notifying the member in writing. If the corporation shall not exercise its option to purchase the portion offered, it shall notify the other members in writing within the thirty (30) day period and the portion may then be sold by the member, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Certification

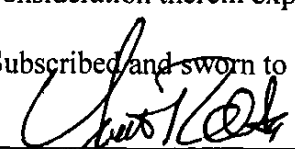
We, the undersigned, certify that we have read the above Articles of Incorporation and that they are true and correct to the best of our knowledge.


Neville P. John Martin
President/Treasurer

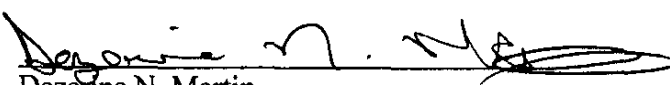
State of Florida,
County of Broward,

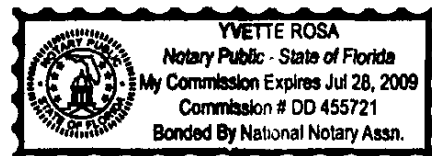
Before me, the undersigned authority, on this day personally appeared **Neville P. John Martin**. This individual presented Florida ID No. M635-635-55-011-0 or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 22 day of May, 2007.


Notary Public in and for the state of Florida

My Commission Expires:

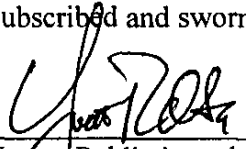

Dezerine N. Martin
Vice President / Secretary



State of Florida,
County of Broward,

Before me, the undersigned authority, on this day personally appeared **Dezerine N. Martin**. This individual presented Florida ID No. M635-174-73-889-0 or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 22 day of May, 2007.


Notary Public in and for the state of Florida

My Commission Expires:

