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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Vita Nova Thrift Store, LLC

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Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF ORGANIZATION OF
VITA NOVA THRIFT STORE, LLC**

Article I - Name

The name of the Limited Liability Company is: Vita Nova Thrift Store, LLC (the "Company").

Article II - Mailing and Street Address

The mailing address and street address of the principal office of the Company is:

1800 South Australian Ave., Suite 205
West Palm Beach, FL 33409

Article III - Registered Agent

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

Renaissance Village, Inc.
1800 South Australian Ave., Suite 205
West Palm Beach, FL 33409

Article IV - Management

The management of the Company shall be vested in its sole member, Renaissance Village, Inc., a Florida not-for-profit corporation ("RVT").

Article V - Purposes

The purposes for which the Company is formed are:

(A) The Company is organized and shall operate exclusively for the benefit of RVI and solely to further the charitable and tax-exempt purposes of RVI within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any succeeding law. In furtherance of such purposes, the Company may exercise such powers which are now are or which hereafter may be conferred by law upon a limited liability company organized for the purposes hereinabove set forth or necessary or incidental or conducive to the purposes of the Company; provided, however, that the Company shall only exercise powers which are in furtherance of RVI's exempt purposes.

(B) The property of the Company shall be irrevocably dedicated to the charitable purposes of RVI consistent with the requirements of section 501(c)(3) of the Code. No part of the income or earnings of the Company shall inure to the benefit of, or be distributed to, any director, officer, manager or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code section 501(c)(3). Reimbursement for expenditures or the payment of reasonable compensation for services shall not be deemed to be a distribution of income or earnings.

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(C) No part of the activities of the Company shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office at any time.

(D) In the event of the complete or partial liquidation or dissolution of the Company, whether voluntary or involuntary, no director, officer or manager of the Company or any other private individual shall be entitled to any distribution or division of the Company's proceeds and the balance of all money and other property received by the Company from any source, after the payment of all debts and obligations of the Company, shall be distributed to RVI or, if such corporation is not in existence or an organization described in Code section 501(c)(3), such property shall be distributed exclusively to an organization or organizations which themselves are exempt as organizations described in Code section 501(c)(3).

(E) Notwithstanding any other provision of these Articles to the contrary, (1) the Company may engage in only such activities as shall constitute activities in furtherance of RVI's exempt purposes and (2) the Company shall not carry on any activities or exercise any power or authority not permitted to be carried or exercised (i) by an organization exempt from federal income tax under Code section 501(c)(3) or (ii) by an organization contributions to which are deductible under Code section 170(c)(2).

(F) The Company shall not make any election to be classified as an association pursuant to 26 C.F.R. 301.7701 or take any action which would cause the Company not to be classified as an entity disregarded from its owner pursuant to such regulations.

(G) No member, manager, officer or employee of the Company shall take any action which is inconsistent with the provisions of these Articles and any such action shall be null and void *ab initio* and of no force or effect.

Dated this 22 day of May, 2007. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

RENAISSANCE VILLAGE, INC., a Florida not-for-profit corporation, Sole Member

By: 

Irvine Nugent, President and Chief Executive Officer

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Acceptance of Registered Agent

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, Renaissance Village, Inc., a Florida not-for-profit corporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. Renaissance Village, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608 of the Florida Statutes.

RENAISSANCE VILLAGE, INC., a Florida not-for-profit corporation, Sole Member

By: 

Irvine Nugent, President and Chief Executive Officer

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