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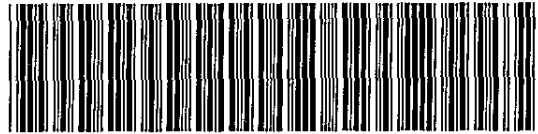
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CAPITAL CONNECTION, INC.

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Goodwin 64 Investments, LLC

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June 29, 2007

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: GODWIN 64 INVESTMENT, L.L.C.
Ref. Number: W07000030802

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for GODWIN 64 INVESTMENT, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Principal Office address in Article 1 must be a street address. The company can specify a P.O. BOX address for its mailing address. Both addresses must be listed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 607A00042407

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

**ARTICLES OF ORGANIZATION
OF
GODWIN 64 INVESTMENT, L.L.C.
a Florida Limited Liability Company**

FILED
07 JUN 29 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be GODWIN 64 INVESTMENT, L.L.C., and its principal office shall be located at 1400 4th Avenue West, Bradenton, Florida 34205, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT BY MEMBERS

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

NAME	ADDRESS
ROBERT D. GODWIN	P. O. Box 955, Oneco, Florida 34264

**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII
PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

NAME	SHARE OF PROFITS
ROBERT D. GODWIN	100 %

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being June 29, 2007.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

NAME	SHARE OF LOSSES
ROBERT D. GODWIN	100 %

**ARTICLE VIII
DURATION**

This limited liability company shall exist until June 29, 2047, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address and mailing address of the initial registered office of the limited liability company is 1400 4th Avenue West, Bradenton, Florida 34205, City of Bradenton, County of Manatee, State of Florida, and the name of the company's initial registered agent at that address is JOSEPH P. VENABLE

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of GODWIN 64 INVESTMENT, L.L.C.

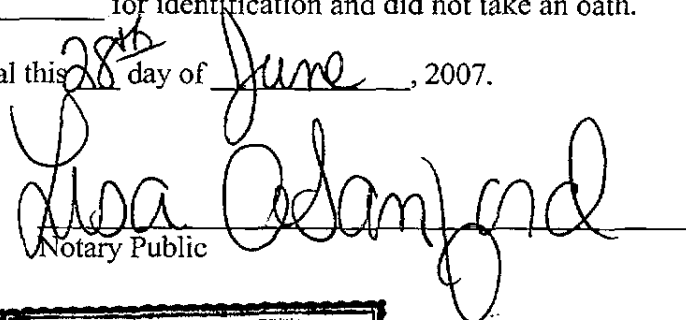
Executed by the undersigned at Bradenton, Manatee County, Florida on the 28th day of June, 2007.


ROBERT D. GODWIN, Member

**STATE OF FLORIDA
COUNTY OF MANATEE**

BEFORE ME, the undersigned authority, personally appeared ROBERT D. GODWIN, to me known to be the person who executed the foregoing and he acknowledged before me that he executed same for the purposes therein expressed, and that he is personally known to me or has produced _____ for identification and did not take an oath.

WITNESS my hand and official seal this 28th day of June, 2007.


Notary Public



DESIGNATION OF REGISTERED AGENT AND OFFICE

State of Florida
County of Manatee

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is GODWIN 64 INVESTMENT, L.L.C.

The name of the registered agent for GODWIN 64 INVESTMENT, L.L.C. is P. O. Box 955, Oneco, Florida 34264 and the street address and mailing address of the company's principal office where the agent is located is 1400 4th Avenue West, Bradenton, Florida 34205.

This statement is to acknowledge that, as indicated above, GODWIN 64 INVESTMENT, L.L.C. has appointed me, JOSEPH P. VENABLE, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated the 28th day of June, 2007


JOSEPH P. VENABLE, Registered Agent

The foregoing instrument was acknowledged before me this 28th day of June, 2007 by JOSEPH P. VENABLE, agent on behalf of GODWIN 64 INVESTMENT, L.L.C., a limited liability company. He is personally known to me.


Notary Public

