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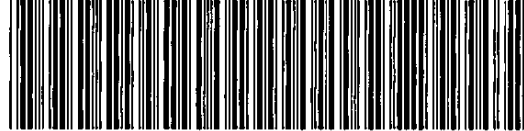
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sophia's Place, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kenneth Rouse

(Name of Person)

Kenneth Rouse, Attorney at Law

(Firm/Company)

1435 E. Piedmont Drive, Ste. 110

(Address)

Tallahassee, FL 32308

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Kenneth Rouse at (850) 422-1221
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY
SOPHIA'S PLACE, LLC**

FILED
07 JUL 25 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the *Florida Statutes* (the "Florida Limited Liability Company 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 Sophia's Place, LLC, (hereinafter referred to as the "Company").

2. **ADDRESS OF PLACE OF BUSINESS.**

The street and mailing address for the Company is 4240 Rabbit Pond Rd., Tallahassee, Florida 32309. Such address may be changed from time to time as provided in the Operating Agreement.

3. **PURPOSE & POWERS.**

This limited liability company is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States and the State of Florida. This limited liability company shall have and exercise all the powers accorded limited liability companies under the laws of the State of Florida.

4. **DURATION.**

This limited liability company shall have perpetual existence unless dissolved according to law.

5. **MEMBERS.**

This limited liability company shall have two classes of Members: Voting Members and Nonvoting Members, as more particularly prescribed by and provided in the Operating Agreement of this limited liability company. The relative rights, powers and duties of the two classes of Members shall be the same, except that the Nonvoting Members shall have no voting rights. The voting rights of the class of Voting Members shall be prescribed and provided in the Operating Agreement of this limited liability company.

The Voting Members shall consist of: Bluewater Development & Co., Inc., a Florida corporation; and, the Nonvoting Members shall consist of: David B. Copeland and Christopher P. Copeland.

6. **MANAGEMENT.**

This limited liability company shall be managed by a manager or managers who shall be elected annually by the Voting Members in the manner prescribed and provided in the Operating Agreement of this limited liability company. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the Voting Members and set out in the Operating Agreement of this limited liability company. The name and address of such manager or managers who are to serve as the initial manager until their successor is elected and qualified or until their earlier resignation, removal from office, inability to act, or death, are as follows:

David B. Copeland
4240 Rabbit Pond Rd.
Tallahassee, FL 32309

Christopher P. Copeland
3208 Robinhood Road
Tallahassee, FL 32312

7. **REGISTERED AGENT.**

The initial registered agent in Florida for the Company is David B. Copeland, and the initial registered office is located at 4240 Rabbit Pond Rd., Tallahassee, Florida 32309.

8. **AMENDMENT.**

This Articles of Organization may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Members, voting or nonvoting, hereunder are granted subject to this reservation.

9. **INDEMNIFICATION.**

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any Member, Manager, former Member or former Manager to the full extent permitted under the Florida Limited Liability Company Act.

Executed at Tallahassee, Florida, on the 24 day of ^{July}~~May~~, 2007. *D.C.*

Bluewater Development & Co., Inc., a Florida Corporation, as Voting Member

By: *D. B. Copeland*
David B. Copeland, Its President

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 24 day of ^{July} ~~May~~, 2007, by David B. Copeland, President of Bluewater Development & Co., Inc., a Florida corporation, Voting Member of Sophia's Place, LLC, who are personally known to me or who has taken an oath.



Kenneth Rouse
NOTARY PUBLIC - STATE OF FLORIDA

PRINT, TYPE OR STAMP NAME OF
NOTARY PUBLIC

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.

David B. Copeland
David B. Copeland, Registered Agent