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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

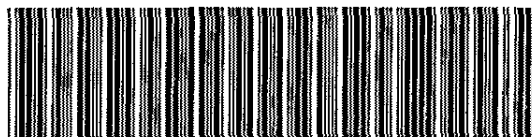
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

NRC

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: **Baldwin Painting Works, 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:

Timothy N. Baldwin

(Name of Person)

Baldwin Painting Works, LLC

(Firm/Company)

321 Freedom Lane

(Address)

Pensacola FL 32507

(City/State and Zip Code)

For further information concerning this matter, please call:

Timothy N. Baldwin

(Name of Person)

at (**850**) **723-8188**

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 15, 2007

TIMOTHY N. BALDWIN
321 FREEDOM LANE
PENSACOLA, FL 32507

SUBJECT: BALDWIN PAINTING WORKS, LLC
Ref. Number: W07000039853

We have received your document for BALDWIN PAINTING WORKS, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Department of State, Division of Corporations cannot be your registered agent.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 107A00049742

**ARTICLES OF ORGANIZATION
OF
BALDWIN PAINTING WORKS, LLC**

Article 1. Name of Company

The name of the Company is Baldwin Painting Works, LLC

Article 2. Registered Office of Company

The street address of the registered office in Florida is 7120 Pine Forest Rd., Pensacola, FL 32526

Article 3. Principal Place of Business

The address of the company's principal place of business in Florida is:

Principal Office Address:

7120 Pine Forest Rd.

Pensacola, FL 32526

Mailing Address:

PO Box 3724

Pensacola, FL 32516

Article 4. Registered Agent, Address and Registered Agent's Signature

Section 4.1. Name and Address of Registered Agent

Mr. Timothy N. Baldwin

321 Freedom Ln.

Pensacola, FL 32507

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 certification, 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, F.S.


Registered Agent's Signature

Section 4.2. Status of Registered Agent

The registered agent is an individual resident of Florida.

Article 5. Duration

The period of duration of Baldwin Painting Works, LLC is perpetual

Article 6. Purpose

Baldwin Painting Works, LLC has been formed for the following purposes: painting interior and exterior of residential and commercial structures and to conduct or promote any lawful business or purpose permitted by the laws of Florida.

Article 7. Manager or Managing Member

The Company is to be managed by one or more of the member(s) as may be provided for in the Operating Agreement and shall therefore be a Member-Managed LLC. The name and address of each Manager ("MGR") or Managing Member ("MGRM") is as follows:

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TALLAHASSEE, FLORIDA

Mr. Christopher A. Baldwin, Managing Member (MGRM) (60% Member), 3521 Bauer Rd., Pensacola, FL 32506.

Mr. Timothy N. Baldwin, Managing Member (MGRM) (40% Member), 321 Freedom Ln., Pensacola, FL 32507.

Article 8. Admissions of New Members

Member(s) of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by the new members at the time the new members are admitted.

Article 9. Indemnification

Subject to Article 8 below, the Company shall, to the fullest extent permitted by Florida Statutes, section 608.4229 (Florida Limited Liability Act), as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article shall not limit or exclude any rights, indemnities, or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the Operating Agreement of the Company, by other agreement or otherwise, except as specifically limited in these Articles.

Article 10. Subordination of Indemnification Provisions

Notwithstanding any provision hereof to the contrary, any indemnification claim against the Company arising under these Articles, the Operating Agreement, or the laws of the State of Florida shall be fully subordinate to any obligations of the Company arising under the Security Instrument or any other Loan Document (as defined in the Security Instrument), and shall only constitute a claim against the Company to the extent of, and shall be paid by the Company in monthly installments only from, the excess of net operating income for any month over all amounts then due under the Security Instrument and the other Loan Documents.

Article 11. Effect of Death, Bankruptcy, Dissolution

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetence of a member shall not cause the termination or dissolution of the Company, and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such member shall have all the rights of such member for the purposes of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute member. The transfer by such trustee, receiver, executor, administrator, committee, guardian, or conservator of any Company interest shall be subject to all the restrictions hereunder or Operating Agreement to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent member.

Article 12. Title to Company Property

All property owned by the Company shall be owned by the Company as an entity and insofar as permitted by applicable law, no member shall have any ownership interest in any Company property in its individual name or right, and each member's interest in the

Company shall be personal property for all purposes.

Article 13. Title to Company Property

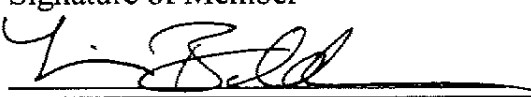
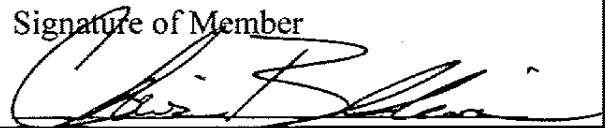

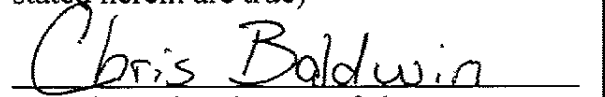
Baldwin Painting Works, LLC is intended to be treated as an "S Corporation" for purposes of federal income taxation.

Article 14. Certificate of Membership

A member's interest in Baldwin Painting Works, LLC may be evidenced by a certificate of membership interest signed by Christopher A. Baldwin, which may be assigned or transferred. The right to assign or transfer a member's interest in Baldwin Painting Works, LLC is limited by the provisions of this Article and/or of the Operating Agreement.

Article 15. Effective Date

The Company shall immediately exist upon the date of filing these Articles of Organization.

Signature of Member 	Signature of Member 
(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)	(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)
 Typed or printed name of signee	 Typed or printed name of signee

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