

Division of Corporations

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000234584 3)))



H070002345843ABC0

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : FILINGS, INC.

Account Number : 072720000101

Phone : (850) 385-6735

Fax Number : (954) 641-4192

07 SEP 20 AM 8:06

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS**FLORIDA/FOREIGN LIMITED LIABILITY CO.****PRO TOOLING, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

JB

Electronic Filing Menu

Corporate Filing Menu

Help

107000234584

**ARTICLES OF ORGANIZATION  
OF  
PRO TOOLING, LLC.**

The undersigned certifies 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 PRO TOOLING, LLC., and its principal office shall be located at 12054 - 49<sup>th</sup> Street North, Clearwater, FL 33762, 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.

107000234584

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 SEP 20 AM 8:06

H07000234584

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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 SEP 20 AM 8:06

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

The company is to be managed by the *members*.

H07000234584

No 7000234584

**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 \$\_\_\_\_\_ 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 an equal distributive share of the profits. 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.

(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 equal shares.

**ARTICLE VIII.  
DURATION**

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

No 7000234584

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 SEP 20 AM 8:06

No 7006234584

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 SEP 20 AM 8:07**ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is One Progress Plaza, Suite 810, St. Petersburg, Pinellas County, FL 33701, and the name of the company's initial registered agent at that address is Michael D. Allweiss, Esquire.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PRO TOOLING, LLC.

IN WITNESS WHEREOF, the undersigned, executes these Articles of Organization  
this \_\_\_\_\_ day of \_\_\_\_\_, 2007.

  
Michael D. Allweiss, Esquire**ORGANIZER**

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing Articles of Organization were sworn to and acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2007, by Michael D. Allweiss, Esquire, who is personally known to me or who has produced \_\_\_\_\_ as identification and did/did not take an oath.

(SEAL)

Notary Public  
STATE OF FLORIDA

My Commission Expires:

No 7006234584

H07000234584

### ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent of PRO TOOLING, LLC. and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.0501.



Michael D. Allweiss, Esquire  
One Progress Plaza  
Suite 810  
St. Petersburg, FL 33701

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 SEP 20 AM 8:07

H07000234584