

LO7UW097 664

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700109743127

09/25/07--01009--019 **125.00

FILED

07 SEP 25 PM 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

07 SEP 25 AM 11:24

FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 25, 2007

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CAIN ENTERPRISES, LLC
Ref. Number: W07000047505

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2007 SEP 26 PM 3:52
TALLAHASSEE, FLORIDA
TO AGENCY OF RECORDS
SUFFICIENCY SECTION

Attn: Buck

RE-SUBMIT
**Please retain original filing
date of submission 9/25/07**

We have received your document for CAIN ENTERPRISES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please note that we have RETAINED the \$125.00 payment sent for the LLC filing, and that we have also RETAINED the \$50.00 for the Fictitious Name Registration.

We are also returning the Fictitious Name Registration unfiled.

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: 307A00056262



CT

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

September 25, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
07 SEP 25 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 7032909 SO
Customer Reference 1: none given
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Cain Enterprises, LLC (FL)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jennifer Murphy
Fulfillment Specialist
jennifer.murphy@wolterskluwer.com

Please file 1st

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

J. Cain Enterprises, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

91 Coach Road

North Attleboro, MA 02760

Mailing Address:

91 Coach Road

North Attleboro, MA 02760

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

C T Corporation System

Name

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** acceptable)

Plantation FL 33324

City, State, and Zip

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, F.S..

C T Corporation System

Conne Brey

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

John T Cain

91 Coach Road

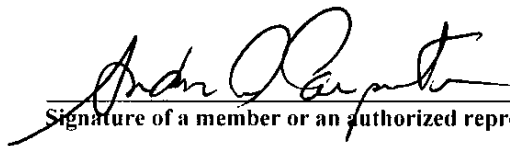
North Attleboro, MA 02760

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a 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.)

Gordon A Carpenter

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

CAIN ENTERPRISES, LLC

OPERATING AGREEMENT

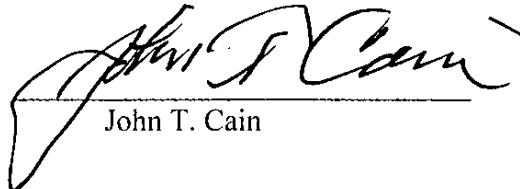
The undersigned, being the sole member ("Member") and representing all of the capital values of the ownership interests of Cain Enterprises, LLC, a Florida limited liability company (the "Company"), hereby states that if another person(s) is ever admitted as a Member of the Company, there will not and shall not be any oral operating agreement between or among the Members and that this writing currently constitutes the only expression of an operating agreement for, between and among Members of the Company.

Further, the Members agree that the Company will be member-managed and if the Company is ever to be manager-managed, the Member(s) shall not have any oral agreement relating to the rights, duties and liabilities of the manager(s) but shall only adopt a written agreement to that effect.

This Agreement contains the entire understanding and agreement for, between and among Members with respect to the subject matter hereof and may not be amended except by written agreement signed by all Members.

This Agreement shall be binding upon and inure to the benefit of the undersigned and her respective successors and assigns.

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of September __, 2007.


John T. Cain

CAIN ENTERPRISES, LLC

ACTION BY CONSENT OF THE MEMBER

The undersigned, being the sole Member of ~~J~~Cain Enterprises, LLC, a Florida limited liability company (the "Company"), hereby consent and agree to the following actions:

Articles of Organization

- The Articles of Organization of the Company, duly filed with the proper Florida authorities on September , 2007, have been received and will be filed in the record book of the Company.

Operating Agreement

-The written Operating Agreement of the Company signed by the sole Member has been received and will be filed in the record book of the Company.

Bank Accounts

-That the establishment of accounts for the deposit, retention, disbursement, and/or transfer of funds of the Company ("Bank Accounts") with such banks and financial institutions as may from time to time be selected by any Member be, and they hereby are, authorized and any Member be and she hereby is, authorized and empowered to execute and deliver on behalf of the Company, agreements, documents and instruments (which may or may not designate authorized signatories) in connection with the establishment and/or continuation of such Bank Accounts provided, however, that such agreements, documents and instruments shall not be inconsistent with the procedures and limitations upon the exercise of the authority over such Bank Accounts set forth in the following resolution.

-That check signing and other authority over such Bank Accounts shall be exercised upon the manual signature of Erin Cain or John T. Cain [the sole Member], either acting singly.

-That in order to effectuate the intent of the foregoing resolutions, any resolutions in the form prescribed by the foregoing financial institutions are hereby deemed adopted in such form as of the date hereof with the same force and effect as if set forth herein in full together with such modifications, renewals, confirmations, deletions, insertions and variations thereof as shall from time to time be requested by such institutions or as shall be deemed advisable or necessary or convenient and in the best interest of the Company, without further specific action by the Members of the Company, and any Member is hereby authorized to execute and certify to the adoption of such resolutions, which have been completed in accordance with the intent of the foregoing resolutions and which

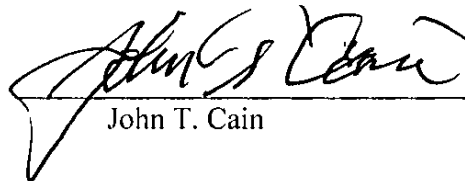
resolutions shall be thereafter inserted in the records of the proceedings of the Members of the Company.

Member Loans

-That the Company be, and it hereby is, authorized and empowered to borrow money from any Member of the Company on open account advances or promissory notes and to record any such advances and to enter into promissory notes and such other documents and instruments as are necessary or required to consummate such loans to the Company, subject to the terms and conditions set forth therein, such documents to be in such form and with such terms and conditions, including provisions for interest, repayment and security, as the Member(s) executing the same may, in their sole discretion, deem to be in the best interests of the Company.

Broad Scope Authorization

-That the Members of the Company be, and each acting singly hereby is, authorized in the name and on behalf of the Company to execute and deliver any and all certificates and documents as the officer(s) executing the same determine to be necessary or desirable for the purpose of effectuating any of the foregoing actions.



John T. Cain

Dated: As of September __, 2007