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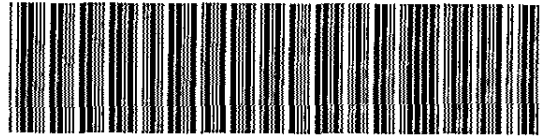
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Pennington
Moore
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Bell &
Dunbar ^{PA}
ATTORNEYS AT LAW
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Sidney W. Kilgore
Registered Patent Attorney

(813) 639-9599
skilgore@penningtonlaw.com

15 October 2007

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: XINERGY, LLC
Our Reference No. 21733.22392

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

Sidney W. Kilgore, Esquire
Pennington, Moore, Wilkinson, Bell & Dunbar, P.A.
Island Center – Suite 900
2701 North Rocky Point Drive
Tampa, Florida 33607.

For further information concerning this matter, please call Sidney W. Kilgore at 813.639.9599.

Enclosed is a check for \$125.00 in payment of the filing fee.

Yours sincerely,



Sidney W. Kilgore

Enclosure

ARTICLES OF ORGANIZATION
FOR
XINERGY, LLC

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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 XINERGY, LLC, and its principal office shall be located at 2002 North Lois Avenue, Suite 595, in the City of Tampa, County of Hillsborough, State of Florida, 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 general 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

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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

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

Ricardo Aleman
2002 North Lois Avenue, Suite 595, Tampa, Florida, 33607

Luis Pons
4020 Truman Drive, Seffner, Florida 33584

Carlos Pons
6407 Yosemite Drive, Tampa, Florida 33634

Management of the limited liability company shall be vested in its Members in proportion to the then-current respective percentage interests of the Members in the limited liability company, as determined by the agreed values of the respective capital contributions of the Members, and the decision of Members owning more than seventy-five percent (75%) of the total interest in the limited liability company shall be controlling and, unless otherwise expressly provided in this Agreement, shall be required for any decision, determination, consent or approval of members under this Agreement.

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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 cash, in property, or in services, or a combination thereof, have been or will be made to the company by each of the Members, and each shall enjoy an interest in the limited liability company in proportion to the value of their respective capital contributions, as said value may be determined by the agreement of all the Members. Additional contributions may be made by the Members as required for investment purposes and in such relative proportions as may be determined by unanimous consent of the Members.

Article VII. Allocation of Profits And Losses

Profits and losses shall be allocated among Members in proportion to the agreed percentages, as stated in the records of the limited liability company, of their respective interests in the limited liability company based on the contributions made by each Member to the extent such contributions have been received by the limited liability company and have not been returned.

Article VIII. Duration

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in any operating agreement or regulations

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adopted by the Members.

Article IX. Initial Registered Office And Registered Agent

The address of the initial registered office of the limited liability company is Island Center – Suite 900, 2701 North Rocky Point Drive, City of Tampa, County of Hillsborough, State of Florida, and the name of the company's initial registered agent at that address is Sidney W. Kilgore.

WHEREFORE the undersigned, constituting all of the original Members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of XINERGY, LLC.

Executed by the undersigned at Tampa, Florida this 9th day of October, 2007.


Ricardo Aleman


Luis Pons


Carlos Pons

Certification of Registered Agent

Pursuant to Florida Statutes Section 608.415, the undersigned hereby certifies that he accepts appointment as the registered agent for XINERGY, LLC, and that he is familiar with, and accepts, the obligations of that position as provided for in Chapter 608, Florida Statutes.

Dated this 9th day of October 2007.


Sidney W. Kilgore

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