

L08000000284

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

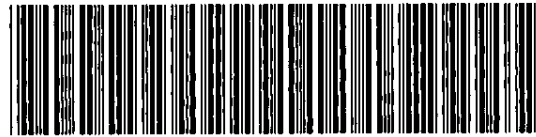
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

1/1/08

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07 DEC 20 PM 2:49  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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**B. KOHR**

JAN 02 2008

**EXAMINER**

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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11/10/08

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TALLAHASSEE, FLORIDA

CONTACT: PATRICIA TADLOCK

DATE: 12/20/2007

REF. #: 000399.78912

CORP. NAME: D&L, LLC

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 524065 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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08 JAN -2 PM 1:41

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

December 21, 2007

PATRICIA TADLOCK  
CORPDIRECT AGENTS  
TALLAHASSEE, FL

SUBJECT: D&L, LLC  
Ref. Number: W07000061599

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

EFFECTIVE DATE

1/1/08

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TALLAHASSEE, FLORIDA

We have received your document for D&L, 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 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  
Regulatory Specialist II

Letter Number: 007A00071170

PLEASE GIVE ORIGINAL SUBMISSION  
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PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

EFFECTIVE DATE 1/1/08

ARTICLES OF ORGANIZATION

OF

D&L VENTURES, LLC

\*\*\*\*\*  
(Under §608.407 of the Florida  
Limited Liability Company Act)

\*\*\*\*\*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the authorized representative or member of the limited liability company, hereby certifies that:

**ARTICLE I – NAME**

The name of the limited liability company shall be **D&L VENTURES, LLC** (the "Company").

**ARTICLE II – ADDRESS**

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

**Mailing Address:**

1626 Ringling Boulevard, Suite 102  
Sarasota, FL 34236  
(attention: Lawrence T. Herrig)

**Street Address:**

1626 Ringling Boulevard, Suite 102  
Sarasota, FL 34236  
(attention: Lawrence T. Herrig)

**ARTICLE III – REGISTERED AGENT**

The name and street address of the Company's initial registered agent for service of process in the State of Florida shall be: Gary Kauffman, Esq., c/o Dunlap & Moran, P.A., 1990 Main Street, Suite 700, Sarasota, FL 34236.

**ARTICLE IV – MANAGEMENT**

The Company shall be managed by one or more managers.

**ARTICLE V – MEMBERSHIP RESTRICTIONS**

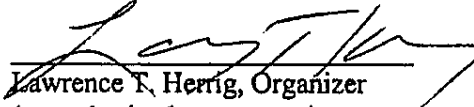
Unless otherwise specified in the Company's Operating Agreement: (a) members shall

have the right to admit new members by majority consent; and (b) a member's interest in the Company may not be sold or otherwise transferred except with majority written consent of all members, as well as pursuant to any and all applicable provisions of the Company's Operating Agreement and/or Comprehensive Buy-Sell Agreement.

#### **ARTICLE VI – DELAYED EFFECTIVE DATE**

The limited liability company's existence shall commence on January 1, 2008 (the "Delayed Effective Date"), and these Articles shall become effective, and the limited liability company's existence shall commence, on such Delayed Effective Date.

IN WITNESS WHEREOF, I have signed these Articles of Organization on December 14, 2007, as an authorized representative of the Company or a member thereof, and I affirm, under the penalties of perjury, that the facts stated herein are true.

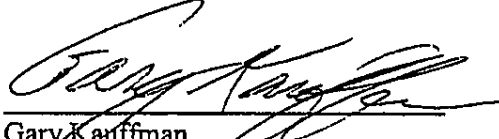
  
Lawrence F. Herrig, Organizer  
(an authorized representative  
of the limited liability company)

#### **STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby accepts the designation as registered agent to accept service of process for the above-stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with §608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Registered Agent:

  
Gary Kauffman