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J. BRYAN

FEB - 1 2008

EXAMINER

Paul M. Sills
124 Hidden Oak Drive
Longwood, Florida 32779

VIA FEDEX AIRBILL
NO.: 8586 9792 8872

January 30, 2008

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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RE: Formation of C & M Cool Kovers, LLC, a Florida limited liability company

Dear Sir/Madam:

Enclosed, please find the original Articles of Organization for C & M Cool Kovers, LLC, for filing with your office.

Additionally, you will find my check #2350, made payable to the Secretary of State, in the amount of \$125.00 representing the required filing fees.

Please return all correspondence regarding this matter to my address as indicated above. If you would like to reach me by telephone, please feel free to call me at (407) 970-9358.

Thank you for your assistance with this matter.

Sincerely,



Paul M. Sills

PMS/pms
enclosure

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**ARTICLES OF ORGANIZATION
OF
C & M COOL KOVERS, LLC**

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 **C & M Cool Kovers, LLC**, and its principal office (street and mailing addresses) shall be located at 124 Hidden Oak Drive, Longwood, Florida 32779, 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 for 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 with any domestic or foreign state, government, or governmental authority, or with 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 of the entity 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 objectives, 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 growing 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 the 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 manager(s) of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of the majority-in-interest of the members of the limited liability company.

ARTICLE IV

Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required by new members shall be determined as of the time of admission to the limited liability company.

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A Member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon 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 V

Capital Contributions

Initial capital contributions in the amount of \$250.00 cash shall be paid to the limited liability company by, or on behalf of, each member. The initial members and their percentage of ownership are as follows:

<u>Cynthia J. Sills</u>	50%
<u>Maia Knuckey</u>	50%

Additional contributions will be made as required for investment purposes, as determined by a vote of the majority-in-interest of the members. Members will make any required additional capital contributions in proportion to their percentage interest at the time of the required additional capital contributions.

ARTICLE VI

Profits and Losses

Each member shall be entitled to an equal distributive share of the profits and losses of the business of the limited liability company. The distributive share of the profits or losses, as the case may be, shall be determined and paid to or by the members each year on the anniversary date of the commencement of the business of the limited liability company, the month and day of the commencement date being the date of formation of this limited liability company by the Secretary of State.

ARTICLE VII

Duration

This limited liability company shall exist until dissolved in a manner provided by law, or until December 31, 2033, whichever occurs first.

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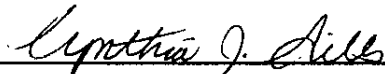
ARTICLE VIII

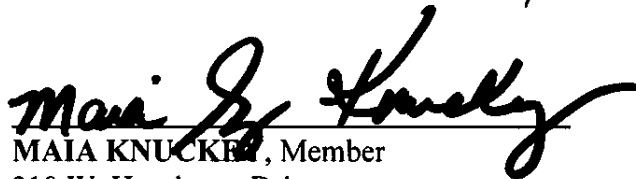
Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 124 Hidden Oak Drive, Longwood, Florida 32779 and the name of the company's initial registered agent at that address is Cynthia J. Sills.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **C & M Cool Kovers, LLC**.

Executed by the undersigned at Seminole County, Florida on the 29th day of January, 2008.


CYNTHIA J. SILLS, Member
124 Hidden Oak Drive
Longwood, Florida 32779


MAIA KNUICKER, Member
310 W. Hornbeam Drive
Longwood, Florida 32779

(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.)

REGISTERED AGENT'S CERTIFICATE OF ACCEPTANCE

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.


CYNTHIA J. SILLS

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