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EXAMINER

**W. WADE WALLACE, P.A.**  
ATTORNEY AND COUNSELOR AT LAW

(850)837-0155  
FAX (850)837-6565

10221 WEST EMERALD COAST PARKWAY, SUITE 26  
MIRAMAR BEACH, FLORIDA 32550

March 3, 2008

Department of State  
State of Florida  
Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: **HENSHAW CONSULTING, LLC**

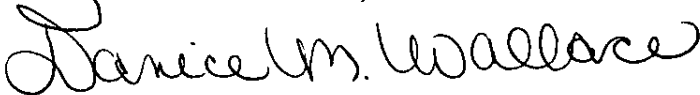
To whom it may concern:

Please find enclosed Articles of Organization and Certificate Designating the Registered Agent for the above referenced limited liability company. Upon registration, please send a letter of acknowledgment to my attention at the above address. I have enclosed check #2677, in the amount of \$125.00, to cover the cost of said filing.

If there is anything further I need to do, please let me know. Thank you for your attention to this matter.

Sincerely,

**W. WADE WALLACE, P.A.**



Danice M. Wallace  
Office Manager

/dmw

Enclosures as stated

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## **ARTICLES OF ORGANIZATION OF HENSHAW, CONSULTING, 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 **HENSHAW CONSULTING, LLC**, and its principal office shall be located at 310 Rue Caribe, Miramar Beach, County of Walton, 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 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 services 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 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 limited liability company shall be managed by a Member/Manager. The name(s) and Address(es) of the person(s) who shall serve as the Member/Manager until a subsequent Member/Manager is elected and qualified shall be as follows:

George Henshaw  
310 Rue Caribe  
Miramar Beach, Florida 32550

### **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 admissions 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, resignations, 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 \$100.00, 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.

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## ARTICLE VII

### PROFITS AND LOSSES

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.

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 perpetually or until dissolved in a manner proved by law or provided in the regulations 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 10221 Emerald Coast Parkway, Suite 26, Miramar Beach, Florida 32550, and the name of the company's initial registered agent at that address is W. Wade Wallace.

The undersigned, being the original member(s) of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **HENSHAW CONSULTING, LLC**.

Executed by the undersigned at Miramar Beach, Florida on this 4<sup>th</sup> day of March, 2008.

  
George Henshaw

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 608, Florida Statutes, the following is submitted:

FIRST -- That HENSHAW CONSULTING, LLC, with its principal place of business at 310 Rue Caribe, Miramar Beach, Florida 32550, has named **W. WADE WALLACE**, located at 10221 Emerald Coast Parkway, Suite 26, Miramar Beach, Florida 32550, as its agent to accept service of process within the State of Florida.

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, Florida Statutes.

Date: 3/3/08

W. Wade Wallace  
W. Wade Wallace

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