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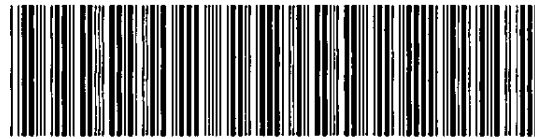
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR

APR 24 2008

EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Rivendell of Tallahassee, LLC  
(Name of Limited Liability Company)

FILED  
08 APR 24 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Please return all correspondence concerning this matter to the following:

Sonya K. Daws

(Name of Person)

Messer, Caparello & Self, P.A.

(Firm/Company)

P.O. Box 15579

(Address)

Tallahassee, FL 32317

(City/State and Zip Code)

For further information concerning this matter, please call:

Sonya Daws

(Name of Person)

at ( 850 ) 222-0720

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

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

**ARTICLES OF ORGANIZATION OF  
RIVENDELL OF TALLAHASSEE, LLC**

FILED  
08 APR 24 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles of Organization 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. I 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 Rivendell, LLC and its principal office and mailing address shall be located at 1628 Garden Park Lane, Tallahassee, FL 32308.

**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 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 to, 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 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 managers 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**

This limited liability company shall initially be managed by two (2) managers, to-wit: T. Collins Webb and Chad C. Henderson. The members may select successor managing members at the annual membership meeting.

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

The 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, that member's interest in the company shall transfer to his or her spouse. Upon majority consent, the members at that time shall have the right to continue the business.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

Capital Contributions to the limited liability company by each member initially are as follows:

-Webb Family Holdings, L.L.C., a Florida limited liability company	\$37,500.00
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-The Soggy Dollar Company, LLC, a Florida limited liability company	\$37,500.00
-Allen Nobles	\$37,500.00
-Ron Krell	\$37,500.00

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

#### **ARTICLE VII** **MEMBERS OWNERSHIP PERCENTAGES**

The Ownership Shares in the limited liability company of each member are as follows:

-Webb Family Holdings, L.L.C., a Florida limited liability company	25%
-The Soggy Dollar Company, LLC, a Florida limited liability company	25%
-Allen Nobles	25%
-Ron Krell	25%

#### **ARTICLE VIII** **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 payment of the expenses of conducting the business of the limited liability company, in accordance with their percentage of ownership. The members shall be entitled to a 100% share of the profits. The distributive share of the profits shall be determined and may be paid to the members on the anniversary date of the commencement of business of the limited liability company, based upon the circumstances, condition, and status of the limited liability company.

**ARTICLE IX  
DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in regulations adopted by the members.

**ARTICLE X  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 2618 Central Ave, Tallahassee, FL 32308-970, City of Tallahassee, State of Florida, and the name of the company's initial registered agent is Samya K. Daws, Esq., The undersigned, being the managers of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Rivendell, LLC.

Executed by the undersigned at Tallahassee, Florida on April 23, 2008.

of Tallahassee,  
Rivendell, LLC, a Florida limited liability  
company

  
By: T. Collins Webb  
Its: Managing Partner

  
By: Chad C. Henderson  
Its: Managing Partner

STATE OF FLORIDA  
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared T. Collins Webb and Chad C. Henderson as Managing Partners of Rivendell, LLC, a Florida limited liability

company who are known to me to be the persons who executed the foregoing Articles of Organization or who have produced \_\_\_\_\_ as identification, and acknowledged before me that they made and subscribed the same for the purposes therein mentioned and set forth.

23rd day of April IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this March, 2008, at Tallahassee, Florida.

NOTARY PUBLIC  
State of Florida



My Commission # \_\_\_\_\_

SONYA K. DAWS  
MY COMMISSION # DD 304569  
EXPIRES: July 26, 2008  
Bonded Thru Budget Notary Services

Expires: \_\_\_\_\_

### CERTIFICATE OF REGISTERED AGENT

Rivendell, LLC located at 1628 Garden Park Lane, Tallahassee, FL 32308 names Sonya K. Daws as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 2018 Centennial Place, Tallahassee, FL 32308.

DATED this 23rd day of April, 2008.

of Tallahassee,  
Rivendell, LLC, a Florida  
limited liability company

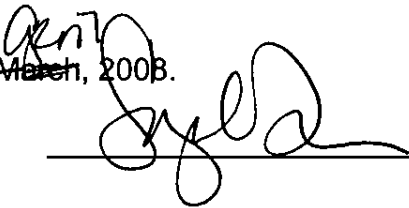
By: T. Collins Webb  
Its: Managing Partner

By: Chad C. Henderson  
Its: Managing Partner

Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the address designated in this

certificate, I do hereby accept the appointment as Registered Agent and agree to act in this capacity.

DATED this 23rd day of March, 2008.

  
\_\_\_\_\_