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JUL 25 2008

EXAMINER



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SECRETARY OF STATE  
DIVISION OF CORPORATION  
08 JUL 24 AM 11:24

6008-31769

**From:**

Majonka Herlikofer  
4250 Alafaya Trail, Ste 212-P180  
Oviedo FL 32765

**To:**

Florida Department of State, Division of Corporations  
PO Box 6327  
Tallahassee FL 32314  
ATTN: Gina McLeod

16 July 2008

**Subject: "Coopers' Corner, LLC" vice "Cooper's Corner, LLC"**

Good morning!

Provided as attachments 1 and 2 are the original letter I received from your office relative the name Coopers' Corner, LLC and the Articles of Organization for Coopers' Corner, LLC.

After speaking with your office on 16 July 2008 and conferring with Mr Patrick Wall, the other member of the LLC, we have determined to resolve the issue of similar names as per the enclosed attachment 3. In Summary, we are changing our preferred name from "Coopers' Corner, LLC" to "Coopers' Corner Group, LLC". Please replace prior submissions with the clean attachment 3 provided herein.

Per discussion with your office, I have made the changes to the documentation and am providing them herewith.

On a side note, as Mr Wall, the other half of Coopers' Corner Group, LLC, and I worked this issue, we called upon Gina McLeod several times during a one hour period. I'm sure the questions we posed must have seemed inane and repetitive. However, Ms McLeod was courteous and patient throughout the discussions. I thank her for her professionalism and assistance in helping us negotiate this matter.

Respectfully,



Majonka Herlikofer

**3 Attachments:**

FL Dep of State Ltr, dtd 2 July 2008  
Coopers' Corner, LLC Articles of Organization  
Coopers' Corner Group, LLC Articles of Organization

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Coopers' Corner, LLC  
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

Majonka Herlikofer

(Name of Person)

Coopers' Corner, LLC

(Firm/Company)

4250 Alafaya Trail, Ste 212-P180

(Address)

Oviedo FL 32765

(City/State and Zip Code)

For further information concerning this matter, please call:

Majonka Herlikofer at ( 240 ) 434-9002  
(Name of Person) (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**  
**COOPERS' CORNER GROUP, LLC**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
08 JUL 24 AM 11:24

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **COOPERS' CORNER GROUP, LLC** ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 14778 Burntwood Circle, Orlando FL 32826 and the mailing address shall be 4250 Alafaya Trail, Ste 212-P180, Oviedo FL 32765.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Department of State, Division of Corporations, State of Florida.

**ARTICLE 4 - DURATION**

The Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSE AND POWERS**

The GENERAL PURPOSE FOR WHICH THE Company is organized is to engage in the business locating, acquiring, processing (to include, but not limited to repairing and restoring), and re-selling recyclable or vintage items. Additionally, the partners may, upon unanimous consent of the partners which is documented and notarized, seek educational opportunity to be funded by Coopers' Corner Group, LLC in the matters of specific recyclable or vintage items or item genre, business acumen, or other activities that are germane to the nature of Coopers' Corner Group, LLC.

## **ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT**

The definition of Resident Agent or Registered Agent is "a person or entity designated to receive important tax and legal documents on behalf of the corporation." The initial address of registered office of this Company is 4250 Alafaya Trail, Ste 212-P180, Oviedo FL 32765. The name and address of the registered agent of this Company is Majonka Herlikofer, 4250 Alafaya Trail, Ste 212-P180, Oviedo FL 32765.

## **ARTICLE 7 – ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of business and affairs of the Company or become a member unless all the other member(s) for the Company other than the member proposing to dispose of his or her interest approve for the proposed transfer by unanimous written consent.

## **ARTICLE 8 – TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminated the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

## **ARTICLE 9 – MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with the regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who are to serve as manager(s) are:

Operating Manager: Majonka Herlikofer

Vice-Operating Manager: Patrick Wall

Secretary: Majonka Herlikofer

President of the Company: Majonka Herlikofer

Chief Financial Officer: Majonka Herlikofer

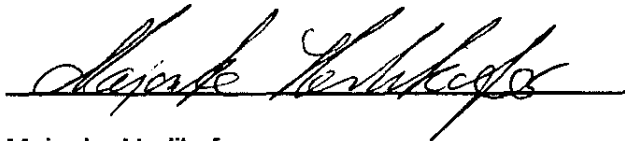
President of Operations: Patrick Wall

Whose mailing addresses shall be the same as the principal office of the Company.

## **ARTICLE 10 – INDEMNIFICATION**

The Company shall indemnify managers and/or members of the Company who were wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members were a party because the managers and/or members is or was a manger and/or member of the Company against reasonable attorney fees and expense incurred by the managers and/or members in connection with the proceeding. The Cop nay may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination in the manner required by the members(s), that indemnification fo the member, manager, employee or agent, as the case my be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, or as the case may be , as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit,, as well as in their official capacity with the Company. The Company may also pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase an maintain insurance on behalf of an Individual arising from the individuals' status as a member, manager, employee or agent of the Company , whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in the/Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification, or advance of attorney fees and expenses to any person who is or was a member, manger, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advance of the attorney fees or expense shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in this Articles of Organization to "member", "manger", and "agent" shall include heirs, estates, executors, administrators and personal representatives of such persons. .

**IN WITNESS WHEREOF**, The undersigned, the members, have made and subscribed these Articles of Organization in Orlando, Florida, for the foregoing uses and purposes, this 17<sup>th</sup> day July, 2008.



Majonka Herlikofer,

Operating Manager



Patrick Wall

Vice-Operating Manager


**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**

**IN ARTICLES OF ORGANIZATION**

**FOR COOPERS' CORNER GROUP, LLC**

I, Majonka Herlikofer, having been named as registered agent and accept service of process for the above stated Company at the place designated in this certificate, 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 and other applicable Florida Statutes.

By: \_\_\_\_\_



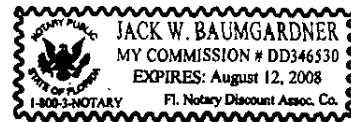
Majonka Herlikofer, President Coopers' Corner Group, LLC

STATE OF Florida, Orange County, to wit:

I HEREBY CERTIFY, THAT on this 17<sup>th</sup> day of July J.B. in the year two thousand and eight, before me, the subscriber, a Notary Public of the State of Florida, in and for Orange County, personally appeared Majonka Herlikofer and Patrick F Wall, the above named Partners in Coopers' Corner Group, LLC, and they acknowledged the forging partnership agreement to be their act.

As Witness my hand and Notarial Seal,

  
NOTARY PUBLIC



My Commission expires: Aug. 12, 2008