

L080000083099

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

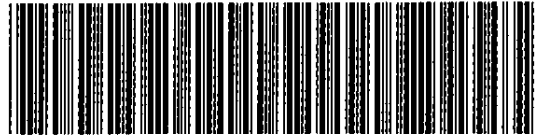
Special Instructions to Filing Officer:

L. SELLERS

SEP - 2 2008

EXAMINER

Office Use Only



500134657995

09/02/08--01018--006 **312.50

FILED
08 AUG 29 AM 8:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PENSACOLA SCHOOL OF MASSAGE THERAPY & HEALTH CAREERS, L.L.C.

Articles of Organization

BE IT KNOWN AND REMEMBERED that on this 25th day of August, 2008, before the undersigned Notary Public, in and for the Parish of East Baton Rouge, State of Louisiana, and in the presence of the undersigned competent witnesses, personally came and appeared:

Billy L. Clark, a resident of East Baton Rouge Parish, Louisiana, of lawful age; who declared that, availing himself of the provisions of the Florida Limited Liability Company Law (Chapter 608, Florida Statutes, including Section 608.407) and all Acts amendatory thereto, he does hereby organize and create a limited liability company under the terms and conditions hereinafter set forth which they adopt as the Articles of Organization of the said company, to be binding on all of the persons as may hereafter become associated with them as members in this undertaking, to be effective on the 25th day of August, 2008:

ARTICLE I.....ORGANIZERS

The organizer's name and address is:

Billy L. Clark, 7380 Exchange Place, Baton Rouge, La. 70806.

ARTICLE II.....NAME OF COMPANY AND PRINCIPAL OFFICE

The name of this company is: **PENSACOLA SCHOOL OF MASSAGE**

THERAPY & HEALTH CAREERS, L.L.C. The principal office

and mailing address for the Company is 2409 Creighton Road, Pensacola, Florida 32504.

ARTICLE III.....PURPOSES

The company shall have the power to engage in any lawful activity for which limited liability companies may be formed under the Limited Liability Company Law of Florida.

ARTICLE IV.....DURATION

FILED
08 AUG 29 AM 8:23
TALLAHASSEE FLORIDA

The company shall continue in existence for an indefinite or perpetual term subject to any maximum term prescribed by law, and subject to dissolution as provided by law or by vote of the members or agreement of the members as herein set forth or authorized.

ARTICLE V.....MEMBERSHIPS

There shall be three (3) original memberships in the company. Members may be added from time to time with the consent of the Members. Each membership shall have equal rights as to voting, distribution of profits and all other matters, except as expressly otherwise provided by an operating agreement executed by all the members.

ARTICLE VI.

MANAGEMENT

The company's business affairs shall be run by Member Managers, who may be elected or selected by the Members from time to time, as set forth in the Members Operating Agreement.

The initial Member Managers are:

Randall Wagley, 2409 Creighton Road, Pensacola, Florida 32504

Billy L. Clark, 7380 Exchange Place, Baton Rouge, Louisiana 70806.

All actions requiring the vote of the members shall be as may be specified in the operating agreement, or if it is not specified, then by a majority vote.

ARTICLE VII.

AUTHORITY TO BIND COMPANY

If the operating agreement of the members authorize a manager or managers, then a manager or managers (or a majority, if more than two) are authorized to negotiate and execute contracts and other transactions in the company's name and behalf for which the company, but none of its individual members, shall be liable. However, no immovable property belonging to the company may be sold, exchanged, leased, mortgaged, or otherwise alienated or encumbered

FILED
08 AUG 29 AM 9:23
TALLAHASSEE FLORIDA
CLERK OF THE CIRCUIT COURT

without the express authorization or joinder by a majority of the members, or as set forth in a power of attorney. Third parties may rely upon a certificate of the company, signed by an authorized manager, or one or more members, that names the persons or managers who have authority to act on behalf of the company, to establish the membership of any member, and to establish the authenticity of any records of the limited liability company.

ARTICLE VIII.....AMENDMENTS TO ARTICLES OF ORGANIZATION

Whenever amendments to these articles or certificates of correction are required by law, or by actions of a majority of the members, the amendments or certificates shall be executed by one or more members designated by majority votes of the members, and such amended articles and/or certificates of correction shall be filed and recorded in accordance with law.

ARTICLE IX.....OPERATING AGREEMENT

The members, by a majority of members or the member interest voting, may enter into an operating agreement to prescribe and govern all matters which may lawfully be subjects of such agreements, including any matters not covered by these articles. To the extent that any provisions of such agreement are inconsistent with these articles, the agreement shall govern as among the members, signatories thereto, but any third parties may rely on the provisions of these articles, alone, unless and until the operating agreement is recorded in the public records of the company's parish of domicile.

ARTICLE X.....REGISTERED AGENT

The name and the State of Florida street address of the registered agent is:

Randal Wagley, 2409 Creighton Road, Pensacola, Florida 32504

Attestation Certificate: 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

FILED
08 AUG 29 AM 8:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Randall Wagley
Randall Wagley, Registered Agent

THUS DONE AND SIGNED in Baton Rouge, Louisiana, on the date first above written.

WITNESSES:

Michael Thum

Dana Fontenot
Dana Fontenot

Billy L. Clark
BILLY L. CLARK

Earl Reynolds
Earl Reynolds
Notary Public, 11199

Commissioner of State

FILED
08 AUG 29 AM 8:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA