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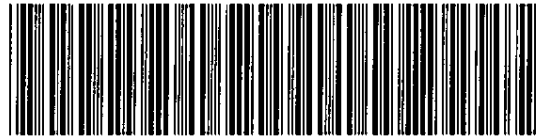
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OCT 27 2008

EXAMINER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**TO: Registration Section
Division of Corporations**

SUBJECT: Sugar Plum Properties, 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:

Frederick L. Bateman, Jr.

(Name of Person)

Bateman Harden

(Firm/Company)

201 S. Monroe Street, Suite 500

(Address)

Tallahassee, FL 32301

(City/State and Zip Code)

For further information concerning this matter, please call:

Frederick L. Bateman, Jr.

(Name of Person)

at (**850**) **222-1020**

(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

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**ARTICLES OF ORGANIZATION OF
SUGAR PLUM PROPERTIES, LLC**

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. 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 **SUGAR PLUM PROPERTIES, LLC**, and its principal office shall be located at 201 South Monroe Street, Suite 500, Tallahassee, Florida 32301.

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 buy and sell real estate.
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.

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3. 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 managing member of this limited liability company.

This Article may be amended from time to time in the regulations of the limited liability company be a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by two (2) managers. The initial managing member shall be Frederick L. Bateman, Jr., Bateman Harden, 201 South Monroe Street, Suite 500, Tallahassee, FL 32301. The second manager shall be Ruben R. Rowe, III, Southland Contracting, Inc., 1430 Piedmont Drive, Suite 100, Tallahassee, Florida 32308. These members may elect a successor managing member annually at the annual membership meeting.

ARTICLE V

MEMBERSHIP RESTRICTIONS

All 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, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE VI

CAPITAL CONTRIBUTIONS

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

<u>Frederick L. Bateman, Jr.</u>	<u>\$ 5,000</u>
<u>Ruben R. Rowe, III</u>	<u>\$ 5,000</u>

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

If any Member fails to pay their pro-rata share of the bank loan then that Member's interest shall be forfeited. However, if the LLC realizes a profit after paying all of its debts and obligations, including the repayment of all other Members' capital contributions (with interest) plus the Developer Fee, then the cash contribution of the defaulting Member shall be repaid (without interest) to the extent of funds then available to the LLC.

ARTICLE VII

MEMBERS OWNERSHIP PERCENTAGES

The ownership percentage in this limited liability company of each member is as follows:

• <u>Frederick L. Bateman, Jr.</u>	-	<u>50 %</u>
• <u>Ruben R. Rowe, III</u>	-	<u>50 %</u>

ARTICLE VIII

PROFITS AND LOSSES

Profit Sharing. 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

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expenses of conducting the business of the limited liability company, in accordance with their percentage of ownership. The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being October, 2008.

ARTICLE IX

DURATION

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

ARTICLE X

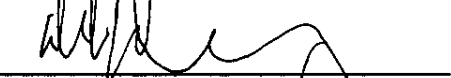
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

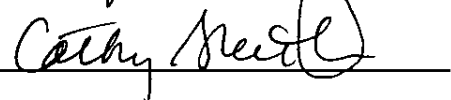
The address of the initial registered office of the limited liability company is 201 South Monroe Street, Suite 500, Tallahassee, Florida 32301 and the name of the company's initial registered agent at that address is Frederick L. Bateman, Jr.

The undersigned, being the managing member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **SUGAR PLUM PROPERTIES, LLC**.

Executed by the undersigned at Tallahassee, Florida on this 27th day of October, 2008.

WITNESSES

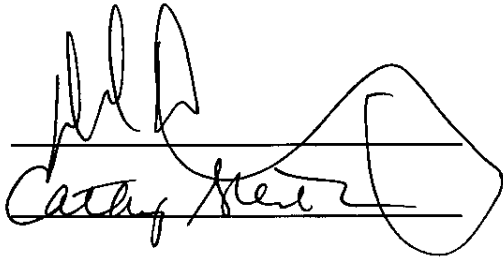




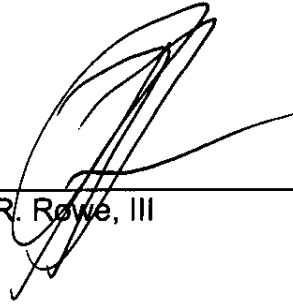


Frederick L. Bateman, Jr.

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TALLAHASSEE, FLORIDA



Ruben R. Rowe, III



**STATE OF FLORIDA
COUNTY OF LEON**

BEFORE ME, the undersigned authority, personally appeared Frederick L. Bateman, Jr., who is known to me to be the person who executed the foregoing Articles of Organization or who has produced _____ as identification, and acknowledge before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 27th day of October, 2008.


NOTARY PUBLIC



**STATE OF FLORIDA
COUNTY OF LEON**

BEFORE ME, the undersigned authority, personally appeared Ruben R. Rowe, III, who is known to me to be the person who executed the foregoing Articles of Organization or who has produced _____ as identification, and acknowledge before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 27th day of October, 2008.


NOTARY PUBLIC

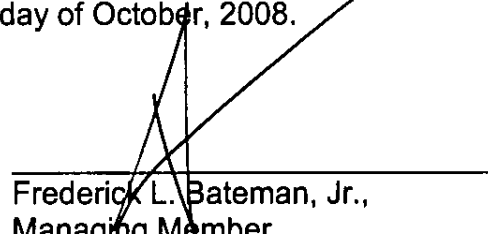


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CERTIFICATE OF REGISTERED AGENT

SUGAR PLUM PROPERTIES, LLC, located at 201 South Monroe Street, Suite 500, Tallahassee, Florida 32301, names Frederick L. Bateman, Jr., as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 201 South Monroe Street, 5th Floor, Tallahassee, Florida 32301.

DATED this 27th day of October, 2008.



Frederick L. Bateman, Jr.,
Managing Member

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 27th day of October, 2008.



Frederick L. Bateman, Jr.

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