

L08000101831

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

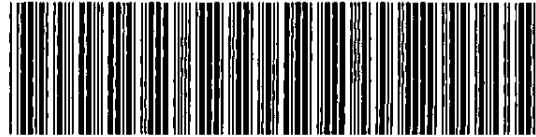
Special Instructions to Filing Officer:

A. LUNT

OCT 30 2008

EXAMINER

Office Use Only



800137114138

10/29/08--01038--015 \*\*125.00

FILED  
2008 OCT 29 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# BOSWELL & DUNLAP LLP

ATTORNEYS AT LAW

Clarence A. Boswell  
1902-2005

*Established 1900*

Charles E. Bentley  
Dabney L. Conner  
W. A. "Drew" Crawford  
George T. Dunlap, III  
Keith D. Miller  
Frederick J. Murphy, Jr.  
Sean R. Parker  
Donald H. Wilson, Jr.

October 28, 2008

P.O. Drawer 30  
Bartow, Florida 33831

245 South Central Avenue  
Bartow, Florida 33830  
Phone: (863) 533-7117  
Fax: (863) 533-7412

Sender's e-mail address:  
kdm@bosdun.com

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

Re: Cracker Note Holders, LLC

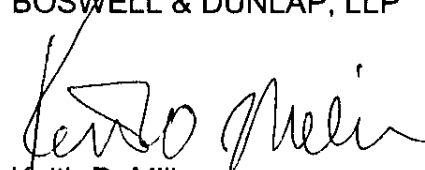
Dear Sir/Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation of Cracker Note Holders, LLC, and my check in the amount of \$125.00 to cover the costs of filing the articles of organization for the above-reference limited liability company.

Thank you and if you have any questions, please do not hesitate contact my assistant Lanette, or myself.

Sincerely,

BOSWELL & DUNLAP, LLP

  
Keith D. Miller

KDM/lm  
Enclosure

FILED  
2008 OCT 29 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**CRACKER NOTE HOLDERS, LLC**

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 I -- NAME**

The name of the limited liability company shall be: CRACKER NOTE HOLDERS, LLC., a Florida limited liability company (the "Company").

**ARTICLE II -- ADDRESS**

The street address of the principal office and mailing address of this company is 245 South Central Avenue, Bartow, Florida, 33830.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date, if specified. The company's existence shall be perpetual unless the company is dissolved earlier in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV -- MANAGEMENT**

The Company shall be managed by a manager, and the names and addresses of the managers

**FILED**  
**2008 OCT 29 PM 2:45**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

who are to serve as initial managers until the first annual meeting of members or until a successor is elected and qualified are:

Keith D. Miller  
245 south Central Avenue  
Bartow, Florida 33830

**FILED**  
2000 OCT 29 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE V -- ADMISSION OF ADDITIONAL MEMBERS**

The Company shall admit new voting Members only upon the 60% written consent of all then existing Voting Members of the Company.

#### **ARTICLE VI – ADOPTION OF OPERATING AGREEMENT**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization , or Chapter 608, Fla.Stat.

#### **ARTICLE VII – INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent for the Company shall be Keith D. Miller, 245 South Central Avenue, Bartow, Florida 33830.

#### **ARTICLE VIII – AMENDMENTS**

The Company reserves the right to amend any provision of these Articles of Organization which amendment shall only be effectuated by the 60% written approval of all voting Members of the Company.

#### **ARTICLE IX – INDEMNIFICATION**

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or

entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which many person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manger or officer existing at the time of such repeal or amendment.

#### **ARTICLE X – MEMBER INTERESTS**

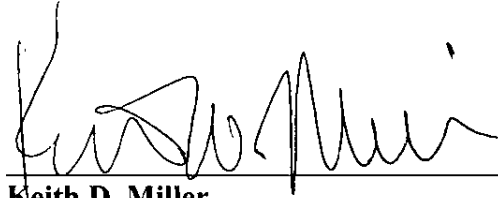
The Company is authorized to issue both voting and nonvoting membership interests. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

#### **ARTICLE XI -- RESIDENT AGENT ACCEPTANCE**

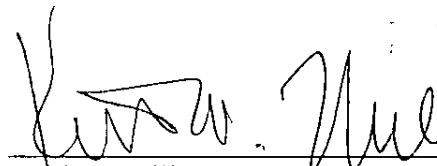
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees

FILED  
2009 OCT 29 PM 2:45  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

  
\_\_\_\_\_  
Keith D. Miller

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization this 28<sup>th</sup> day of October, 2008, as the sole authorized representative of the foregoing limited liability company affirms under penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Keith D. Miller

2008 OCT 29 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on 28<sup>th</sup> day of October, 2008, before me, an officer duly authorized to take acknowledgments, personally appeared Keith D. Miller, who executed the foregoing Articles of Organization, who presented his driver's license as identification, and who did not take an oath.

(Affix Notarial Seal)

  
\_\_\_\_\_  
Notary Public - State of Florida at Large

