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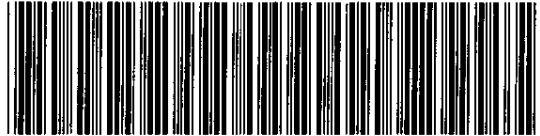
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M. THOMAS

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EXAMINER

**RICHARD D. SPARKMAN**

**ATTORNEY-AT-LAW**

[RSparklaw@aol.com](mailto:RSparklaw@aol.com)

Tel: 239-596-9011  
Fax: 239-596-0711  
Bar # 158556

November 21, 2008

Secretary of State  
ATTN: Limited Liability Corporations  
Florida Department of State  
R. A. Gray Building  
500 S. Bronough St.  
Tallahassee, FL 32399-0250

Dear Secretary:

Enclosed please find the Articles of Incorporation for LLC – ALWAYS BE COOKING,  
L. L. C. – and a filing fee of \$125.00.

Thank you for your attention to this matter.

Sincerely,



**Richard D. Sparkman**  
**646 109<sup>th</sup> Ave. N.**  
**Naples, FL 34108**

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**ARTICLES OF ORGANIZATION  
OF  
ALWAYS BE COOKING, L. L. C.**

**ARTICLE I  
NAME**

The name of this Limited Liability Company (also referred to as "Company") is ALWAYS BE COOKING, L.L.C.

**ARTICLE II  
ADDRESS**

The street address and mailing address of ALWAYS BE COOKING, L.L.C. 4493 11<sup>TH</sup> Ave. S.W. Naples, Fl 34116.

**ARTICLE III  
PURPOSE**

This Limited Liability Company is created for the purpose of designing, maintaining, repairing, installing, servicing and production of electrical and gas appliance on all real properties and personal properties of every kind ; the purchase of, sales of said services and all related services, and such other business or businesses as may be agreed on by the members and are authorized by the member's licenses and the laws and regulations of the State of Florida .

**ARTICLE IV  
PLACE OF BUSINESS**

The place of business of this Limited Liability Company shall be 4493 11<sup>TH</sup> Ave. S.W. Naples, Fl 34116 and such other place or places as the members from time to time may determines.

**ARTICLE V  
REGISTERED AGENT**

The Registered Agent of this Limited Liability Company shall be:

**RICHARD D. SPARKMAN  
646 109<sup>th</sup> Ave. N.  
Naples, Fl 34108**

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



Richard D. Sparkman

#### ARTICLE VI MANAGEMENT OF BUSINESS

The day-to-day activities of this Limited Liability Company shall be managed by the members. The members shall have rights in the general management or conduct of this Limited Liability Company in accordance with their respective percentage interests.

The member's names and addresses are as follows:

Larry Daniel Futrell MGRM Fifty Percent (50%)	4493 11 <sup>TH</sup> Ave. S.W. Naples, Fl 34116
Cassandra Dionne Futrell MGRM Twenty-Five Percent (25%)	4493 11 <sup>TH</sup> Ave. S.W. Naples, Fl 34116
Thomas Michael Trissler MGRM Twenty-Five Percent (25%)	760 20 <sup>th</sup> Ave. N. W. Naples, Fl. 34120

The Company is therefore a "member-managed" Limited Liability Company. The following decisions shall be made only by unanimous consent of the members:

- a. Assigning Company property to creditors or other assignees, including debts owed the Company;
- b. Confessing a judgment;
- c. Submitting a claim to arbitration;
- d. Impeding the carry on of business;
- e. Executing and delivering any debt instrument;
- f. Borrowing money in the name of the Company;
- g. Conveying real or personal property of the Company;
- h. Pledging a member's interest to outsiders;
- i. Disposing of the good will of the Company

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## **ARTICLE VII PROPERTY**

Real or personal property originally brought in or transferred to the Company, or acquired by the Company by purchase or otherwise, shall be held and owned, and conveyance shall be made in the name of this Limited Liability Company.

## **ARTICLE VIII MEETING OF MEMBERS**

Annual meetings of the members shall be held without call or notice within 30 days after the close of the Company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the Regulations.

## **ARTICLE IX TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the Company, but shall be entitled only to the share of profits, or other compensation or return of contributions to which the transferor otherwise would be entitled.

## **ARTICLE X PROFIT AND LOSSES**

Profits and Losses generated by the business of the Company shall be paid only after the repayment of any Company debt, and shall be passed through to the members in their proportionate share of the Company.

## **ARTICLE XI WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Company may remain in existence and continue in business pursuant to the applicable provisions of State Law or Article XII.

## **ARTICLE XII DISSOLUTION, WINDING UP, LIQUIDATION**

(a)

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The Limited Liability Company may be dissolved on the occurrence of any of the following events; unless the remaining members, by a simple majority, give their written consent to the continuation of the Company:

1. Death, disability or bankruptcy of a member;
2. Withdrawal, retirement or expulsion of a member;
3. Unanimous written consent of the members.

(b)

Provided however, remaining members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the Company.

If the remaining members elect to continue the Company, they shall pay to the retiring withdrawing, or expelled member, or to the estate of the deceased, the value of such member's interest, as determined below, as of the date of the events numerated above, Payment shall be made within three (3) years.

The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amount owed to him by the Company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the Company. If any member withdraws from the Company, that member shall be entitled to his initial contribution, to any subsequent contributions, and to simple interest of 10% on the foregoing amounts.

On distribution of the Limited Liability Company, if the Company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the Company shall be applied to Company liabilities in the following order:

- (1) Amounts owing to creditors other than members;
- (2) Amounts owing to members other than for capital and profits;
- (3) Amounts owing to members in respect to capital;
- (4) Amounts owing to members in respect to profits.

#### ARTICLE XIII DISPUTES AMONG MEMBERS

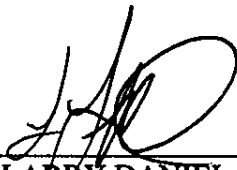
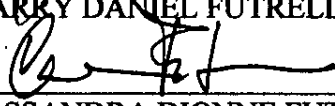

Any dispute or controversy arising in connection with these Articles which are not otherwise resolved shall be first submitted to mediation. If mediation is unsuccessful, the parties may choose arbitration or file suit pursuant to the laws of the State of Florida.

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ARTICLE XIV  
AMENDMENTS

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the Company, with the Florida Secretary of State. All members of the Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on November 21, 2008.

  
LARRY DANIEL FUTRELL  
  
CASSANDRA DIONNE FUTRELL  
  
THOMAS MICHAEL TRISSLER


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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF COLLIER

Before me personally appeared LARRY DANIEL FUTRELL, CASSANDRA DIONNE FUTRELL, and THOMAS MICHAEL TRISSLER, know to me personally as the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purpose herein expressed.

WITNESS my hand and official seal, this 21st day of November, 2008

  
Notary Signature

