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C. LEWIS DEC 2 2 2 2 0 0 8 **EXAMINER** 

### Tim E. Thompson 1388 Ingleside Avenue Jacksonville, FL 32205

#### **CERTIFIED MAIL**

December 17, 2008

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: SaniJAX, LLC - Articles of Organization

Dear Sir / Madame:

I submit herewith fully executed Articles of Organization of SaniJAX, LLC, together with payment of applicable fee in the amount of \$125.00.

Please return all correspondence concerning this matter to the following:

Tim E. Thompson 1388 Ingleside Avenue Jacksonville, FL 32205

Also, I can be reached by telephone at: (904) 707-2206

Tim E. Thompson

Sincerely;

Managing Member - SaniJAX, LLC

# Articles of Organization of SaniJAX, LLC

FILED
2008 DEC 19 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who intends to form and create a Limited Liability Company, as defined in chapter 608 of the Florida Statutes, does hereby state and certify the following:

Article I: Name - The name of the Limited Liability Company shall be SaniJAX, LLC

Article II: <u>Duration of Company</u> - The company shall have perpetual duration.

Article III: <u>Principal Office</u> - The mailing address and the street address of the principal office of the Limited Liability Company is 1388 Ingleside Avenue – Jacksonville, FL 32205

Article IV: <u>Registered Agent and Office</u> - The name and street address of the Limited Liability Company's initial registered agent is Tim E. Thompson - 1388 Ingleside Avenue Jacksonville, FL 32205. Acceptance Affidavit and Signature below.

Article V: <u>Purpose of Company</u> – The purpose for which the company is formed is to engage in lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

Article VI: <u>Additional Members</u> – the members may admit additional members on such terms as may be agreeable to the existing members and the additional members to be admitted.

Article VII: <u>Continuation of Business</u> – Subject to unanimous agreement, the remaining members of the Limited Liability Company have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

#### Article VIII: Management -

- (a) The Limited Liability Company shall be managed by one or two managers. The name and address of the person who is to serve as manager until the first annual meeting of members or until successors are elected and duly qualified is: Tim E. Thompson, Executive Manager 1388 Ingleside Avenue Jacksonville, FL 32205.
- (b) Management of the company shall be vested in the managers who shall be elected annually by the members in the manner prescribed in the regulations of the company. The manager or managers may or may not be members. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the members as set out in the operating agreement of the Limited Liability Company. All rights of the members of this limited liability company shall be in proportion to their

contributions to the capital of the company limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

Article IX: The initial capital contribution of Cash and Operating Assets by the sole member of this Limited Liability Company is attached to these Articles.

Article X: The effective date of the existence of the company shall be the earlier of January 1, 2009 or the date cash has been deposited to a banking institution in the name of this limited liability company.

Article XI: The power to adopt, alter, or repeal the regulations of this limited liability company shall be vested in the managers of the company. Regulations adopted by the members may be repealed or altered; new regulations may be adopted; and the members may prescribe in any regulations made that such regulations may not be altered, amended or repealed by the managers. The regulations may contain any provisions for the regulation and management of the affairs of the company, not inconsistent with law or the Articles of Organization.

Article XII: No debt shall be contracted nor liability incurred by or on behalf of this limited liability company except by one or more of its managers.

Article XIII: The interest of a member in the limited liability company may be transferred or assigned as provided in the operating agreement; however, if all of the other members of this company, other than the member proposing to dispose of his-hers-or its interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of this limited liability company or to become a member. Such transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

Registered Agent Affidavit: 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.

Registered Agent Signature: Wm - Wmpson

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