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TALLAHASSEE, FLORIDA

B. KOHR

JAN - 8 2009

EXAMINER

## COVER LETTER

TO: **Registration Section**  
**Division of Corporations**

SUBJECT: Webb Diversified, 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:

Sonya Daws

(Name of Person)

Sonya Daws, P.A.

(Firm/Company)

2878 Remington Green Circle

(Address)

Tallahassee, FL 32308

(City/State and Zip Code)

For further information concerning this matter, please call:

Sonya Daws

(Name of Person)

at ( 850 ) 422-2520

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
WEBB DIVERSIFIED, LLC**

The undersigned adopt 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. I further declare that 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 **WEBB DIVERSIFIED, LLC**, and its principal office shall be located at 1628 Gardenpark Lane, Tallahassee, FL 32308.

**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 engage in any activity or business authorized under the Florida Statutes.
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.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person,

firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 manager of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by 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 managing members shall be T. Collins Webb, whose address is 1628 Gardenpark Lane, Tallahassee, FL 32308 and W.S. Webb, Jr., whose address is 295 Rosehill Drive East, Tallahassee, FL 32312. The 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 and as set forth more fully in the operating agreement of the limited liability company. 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.

#### **ARTICLE VI** **CAPITAL CONTRIBUTIONS**

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

T. Collins Webb	\$50.00
W.S. Webb, Jr.	\$50.00

Katherine S. Webb	\$100.00
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Gayle Webb	\$100.00
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Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

#### **ARTICLE VII** **MEMBERS OWNERSHIP PERCENTAGES**

The ownership shares in this limited liability company of each member are as follows:

T. Collins Webb	-16.67%
Katherine S. Webb	-16.67%
W.S. Webb, Jr.	-33.33%
Gayle Webb	-33.33%

#### **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 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 the date on which these Articles are filed.

#### **ARTICLE IX** **DURATION**

This limited liability company shall exist until 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 1628 Gardenpark Lane, Tallahassee, FL 32308. The name and address of the company's initial registered agent and address is Sonya K. Daws, 2878 Remington Green Circle, Tallahassee, Florida 32308.

The undersigned, being the original managing members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of WEBB DIVERSIFIED, LLC.

Executed by the undersigned at Tallahassee, Florida on January 16, 2009.

WEBB DIVERSIFIED, LLC

By: \_\_\_\_\_

T. Collins Webb  
Managing Member

By: \_\_\_\_\_

W.S. Webb, Jr.  
Managing Member

STATE OF FLORIDA  
COUNTY OF LEON



BEFORE ME, the undersigned authority, personally appeared T. Collins Webb and W.S. Webb, Jr., who are known to me to be the persons who executed the foregoing Articles of Organization or who ~~have produced~~ <sup>are</sup> personally known to me ~~as~~ <sup>identification</sup>, and acknowledged before me that they 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 6<sup>th</sup> day of January, 2009, at Tallahassee, Florida.



E. Gordon  
NOTARY PUBLIC:

#### CERTIFICATE OF REGISTERED AGENT

WEBB DIVERSIFIED, LLC, located at 1628 Gardenpark Lane, Tallahassee, FL 32308, names Sonya K. Daws as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 2878 Remington Green Circle, Tallahassee, Florida 32308.

DATED this 6<sup>th</sup> day of January, 2009.

T. Collins Webb  
W.S. Webb, Jr.

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 6<sup>th</sup> day of January, 2009.

  
\_\_\_\_\_  
Sonya K. Daws