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(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 MAR 25 AM 8:15
STATE DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

MAR 26 2009

EXAMINER



UCC FILING & SEARCH SERVICES, INC.
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March 25, 2009

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

A.A. Benison, LLC

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

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TALLAHASSEE, FLORIDA

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization Of A.A. Benison, LLC

The undersigned subscribers to these Articles of Organization, natural persons competent to contract, and authorized to execute and file these Articles, do hereby form a Limited Liability Company for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of the Limited Liability Company is **A.A. Benison, LLC**.

ARTICLE II REGISTERED PRINCIPAL OFFICE

The address of the registered principal office of the Limited Liability Company in the State of Florida is **2642 Floral Avenue, Apopka, Florida 32703**. The mailing address of the Limited Liability Company is **2642 Floral Avenue, Apopka, Florida 32703**. The Members may from time to time designate such other address and place for the registered principal office of this Limited Liability Company as it may see fit, and it may establish branch and other offices within or without the State of Florida.

ARTICLE III Nature of Business

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to engage in any lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

1. (a) To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or accepted by the Limited Liability Company, buildings or other structures, public or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the Limited Liability Company, and to buy, sell, transfer, convey, mortgage, exchange, lease, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, developing or management of any property, real or personal, at any time owned, held, or occupied by the

Limited Liability Company, and to invest, trade, and deal in any personal property deemed beneficial to the Limited Liability Company, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the Limited Liability Company.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of Limited Liability Company property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate or company assets of any other Limited liability company or corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other Limited liability company or corporation of the State of Florida or any other state or government, and, while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or Limited liability company; and to transact any further and other business necessarily connected with the purposes of this Limited Liability Company or calculated to facilitate the same.

(g) To enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm, or Limited liability company to carry on any business or to make any investment which this Limited Liability Company has the direct or incidental authority to engage in.

(h) To enter into, for the benefit of its employees, one or more of the following: (i) pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a stock option plan, or (vi) other retirement, death benefit, or incentive compensation plan or plans.

(i) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise, and enjoy all of the general powers of like Limited Liability Companies..

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, partners, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the businesses or acts above named.

2. In general to carry on any business not forbidden by the laws of the State of Florida and with all the powers conferred upon limited liability companies by the laws of the State of Florida. Nothing herein shall be construed as giving the Limited Liability Company

hereby organized any rights, powers, or privileges not permitted to it by the laws of the State of Florida.

3. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, and clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV Management

The Limited Liability Company is to be managed by the members and the name and address of the managing members are:

Samuel J. Hamm, As Trustee of the Samuel J. Hamm Trust u/a dated June 25, 2004
5976 Jessica Drive
Apopka, Florida 32703

Kathryn Hamm, As Trustee of the Kathryn Hamm Trust u/a dated June 25, 2004
5976 Jessica Drive
Apopka, Florida 32703

ARTICLE V Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be in accordance with the Regulations of the Limited Liability Company.

ARTICLE VI Members' Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business on 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 shall be in accordance with the Regulations of the Limited Liability Company.

ARTICLE VII Initial Registered Agent and Registered Agent's Address

The name and mailing address of the initial registered agent of the Limited Liability Company are:

Kathryn Hamm
2642 Floral Avenue
Apopka, Florida 32703

**ARTICLE VIII
TERM OF EXISTENCE**

The Limited Liability Company shall have perpetual existence, commencing on the date of execution of these Articles, if they shall be filed with the Florida Department of State within five days after execution, and if not, commencing on the date of such filing.

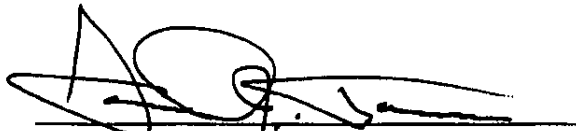
**ARTICLE IX
TRANSACTIONS IN WHICH
OFFICERS OR MEMBERS ARE INTERESTED**

No contract or other transaction between the Limited Liability Company and any other Limited liability company, association, person, or firm, in the absence of fraud, shall be affected, invalid, void, or voidable because one or more Members or officers of the Limited Liability Company is or are interested in such contract or transaction as a Member or officer of the other corporation or association, or otherwise interested in or individually or jointly a party to any contract or transaction of this Limited Liability Company or in which this Limited Liability Company is interested, and no Director or officer of this Limited Liability Company shall incur any liability by reason of the fact that he is or may be interested, in any such contract or transaction. A Member of the Limited Liability Company may vote upon any such contract or other transaction between the Limited Liability Company, and any subsidiary, controlled, affiliated, or other corporation, association, or firm without regard to the fact that he is also a Member, Director or officer of such subsidiary, controlled, affiliated, or other corporation, association, or firm, and the presence at any meeting of the Members of any such Member may be counted in order to determine the presence of a quorum.

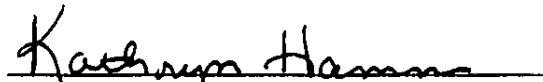
**ARTICLE X
AMENDMENT**

These Articles of Organization may be amended in the manner provided by law.

In Witness Whereof, we, the undersigned, being the original managing Members of the Limited Liability Company hereinbefore named, have hereunto set our hands and seals, this _____ day of _____, 2009, for the purpose of forming this Limited Liability Company to do business both within and without the State of Florida, and, in pursuance of the Laws of the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true.



Samuel J. Hamm, As Trustee of the
Samuel J. Hamm Trust u/a dated
June 25, 2004, Managing Member

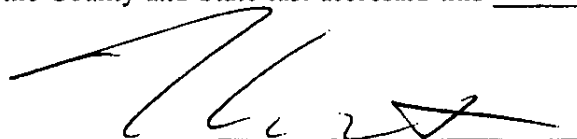


Kathryn Hamm, As Trustee of the
Kathryn Hamm Trust u/a dated
June 25, 2004, Managing Member

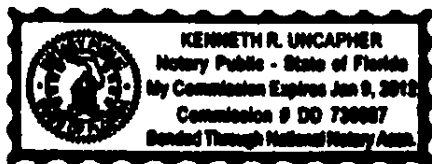
STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

BEFORE ME, personally appeared **Samuel J. Hamm, As Trustee of the Samuel J. Hamm Trust u/a dated June 25, 2004, Managing Member of A.A. Benison, LLC**, who is personally known to me or who has produced _____ as identification, and who executed the foregoing Articles of Organization, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 27th
day of March, 2009.



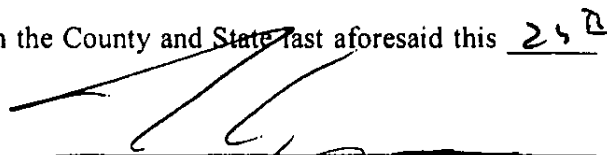
Notary Public



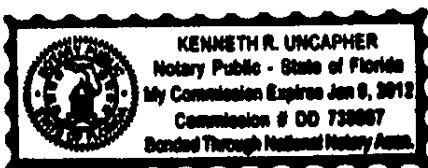
STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

BEFORE ME, personally appeared **Kathryn Hamm, As Trustee of the Kathryn Hamm Trust u/a dated June 25, 2004, Managing Member of A.A. Benison, LLC**, who is personally known to me or who has produced _____ as identification, and who executed the foregoing Articles of Organization, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 27th
day of March, 2009.



Notary Public




**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **A.A. Benison, LLC.**
2. The name and the Florida street address of the registered agent and registered office are:

Kathryn Hamm
2642 Floral Avenue
Apopka, Florida 32703

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.


Kathryn Hamm

Filing Fee: \$35 for Designation of Registered Agent