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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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09 MAR 26 AM 9:15
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

MAR 27 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BIG RED 1979, 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:

Charles L. Cooper, Jr.
(Name of Person)

Bryant Miller Olive
(Firm/Company)

101 North Monroe Street, Suite 900
(Address)

Tallahassee, Florida 32301
(City/State and Zip Code)

For further information concerning this matter, please call:

Pamela K. Bailey, FRP, Paralegal at (850) 222-8611
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (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

FILED
09 MAR 26 AM 9:15
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BIG RED 1979, LLC**

FILED
09 MAR 26 AM 9:15
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

1. NAME

The name of the limited liability company is BIG RED 1979, LLC (hereinafter referred to as the "Company").

2. PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing of its Articles of Organization until the first to occur of the following:

- (i) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Company Act; or
- (ii) By the mutual written agreement of a majority of the Members; or
- (iii) As provided for in a written Operating Agreement executed by all of the members of the Company (each a "Member" and, collectively, the "Members").

3. PURPOSE

The Company is organized for the purpose of planning and organizing the thirtieth (30th) year reunion of the Leon High School 1979 senior class and to do all things incident thereto.

The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of the laws of the State of Florida.

4. ADDRESS OF PLACE OF BUSINESS

The mailing address and the street address of the place of business for the Company is 2740 Lucerne Drive, Tallahassee, Florida 32303. Such address may be changed from time to time as provided in the Operating Agreement.

5. REGISTERED AGENT

The initial registered agent in Florida for the Company is Lee Anne Walker and the initial registered office is located at 2740 Lucerne Drive, Tallahassee, Florida 32303.

6. MEMBERS

The Company shall have at least one (1) Member, and may admit additional Members upon the prior unanimous written agreement of the then existing Members, or as otherwise provided in the Operating Agreement. All members of the 1979 senior class of Leon High School, Tallahassee, Florida, shall automatically be eligible for membership in the Company, but no person shall be an actual Member until he or she executes and joins in the Operating Agreement.

7. CONTINUITY OF BUSINESS

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 Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members (if any) of the Company.

8. MANAGEMENT

The management of the Company shall be through one or more Managers, who shall be appointed in the manner provided for in the Operating Agreement. Each of the said Managers

shall serve as a Manager of the Company until the earlier to occur of: (i) the delivery to the Members of her written resignation; or (ii) her death or mental incapacity. The Members may appoint any successor Manager(s) in the manner provided for in the Operating Agreement if either of the initial Managers ceases to serve as a Manager for any reason. The Managers shall have the powers and authority provided for in the Operating Agreement.

9. INDEMNIFICATION

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify the authorized representative named below and any Member or former Member to the full extent permitted under the Florida Limited Liability Company Act.

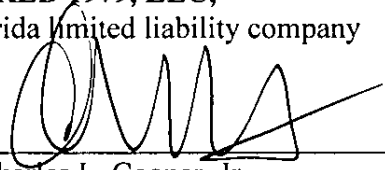
10. DISSOLUTION

Upon the dissolution of the Company any cash held in bank accounts in its name shall continue to be held by the Company to be used to wind up its activities, and any excess shall be held in trust by the Company (or shall be distributed to one or more of its Members) for the benefit of the members of the Leon High School 1979 senior class to be used in connection with future class reunion activities.

Executed at Tallahassee, Florida, this 22 day of March, 2009.

BIG RED 1979, LLC,
a Florida limited liability company

By: _____


Charles L. Cooper, Jr.
Members' Authorized Representative
For Purposes of Executing and Filing
these Articles of Organization

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of BIG RED 1979, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by BIG RED 1979, LLC.

Executed this 22 day of March, 2009.



**LEE ANNE WALKER
REGISTERED AGENT**

**FOR THE LIMITED LIABILITY
COMPANY:**

BY: 

**Charles L. Cooper, Jr.
Members' Authorized Representative**