

LD9 000036719

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

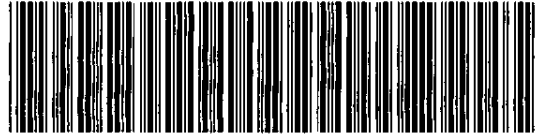
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100149621861

04/15/09--01022--009 **125.00

FILED

2009 APR 15 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

APR 16 2009

EXAMINER

BLOOM & FREELING

ATTORNEYS AT LAW

2295 NW CORPORATE BOULEVARD • SUITE 117
BOCA RATON, FLORIDA 33431
TEL: 561-864-0000 • FAX: 561-864-0001
E-MAIL: BFLAW@BLOOM-FREELING.COM

JONATHAN BLOOM**
MICHAEL A. FREELING**

ALSO ADMITTED IN
• NEW YORK
• CONNECTICUT
• WASHINGTON D.C.

April 14, 2009

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attn: New Filings

Re: Limited Liability Company New Filing
SOLAR WASTE SOLUTIONS, LLC

Dear Sir or Madam:

Enclosed please find the following documentation in accord with the above referenced new Limited Liability Company filing:

1. Articles of Organization;
2. Certificate of Registered Office and Registered Agent;
3. Attorney Trust Check No. 1013 made payable to the Department of State for the filing fee of \$125.00; and
4. Self addressed, stamped return envelope for return of proof of filed Articles.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact me.

Very truly yours,

Michael A. Freeling

MAF/cp
Enc.

cc: Peter Zaharko, Jr.
Kristen Obst

FILED
2009 APR 15 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SOLAR WASTE SOLUTIONS, LLC

The undersigned certify that we have associated ourselves together 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. We 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 SOLAR WASTE SOLUTIONS, LLC, and its principal office shall be located at 210 S.W. 32nd Avenue, Deerfield Beach, Florida 33442 and mailing address shall be located at 210 S.W. 32nd Avenue, Deerfield Beach, Florida 33442, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

FILED
2009 APR 15 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, specifically including, but not limited to: Sales of Solar Compactors. Said limited liability company being initially organized to act in the capacity of an Independent Sales Representative for Seahorse Power Company d/b/a Big Belly Solar with respect to sales of Big Belly Solar Compactors to accounts in the State of Florida and other territories if expanded.

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 or 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 purporting to authorize 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 members 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.

FILED
APR 15 1968
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows: Peter Zaharko, Jr., (Managing Member), 4634 Cocoplum Way, Delray Beach, Florida 33445; David Lassiter, (Member) 210 S.W. 32nd Avenue, Deerfield Beach, Florida 33442; Kristen Marie Obst, (Member) 210 S.W. 32nd Avenue, Deerfield Beach, Florida 33442.

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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, with the exception of transfer to a Trust for which the member is a Trustee of same.

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 in the amount of One Hundred and 00/100 Dollars (\$100.00) cash shall be paid to the limited liability company by each of the three (3) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

- (a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits for each calendar year shall be determined and paid to each member on or before June 30th of the following year, or an alternate date within the year if necessary. Members with records of their own money above and beyond the initial contributions

FILED
2009 APR 15 AM 11:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Certificate of Registered Office and Registered Agent

State of Florida
County of Palm Beach

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is SOLAR WASTE SOLUTIONS, LLC


The name of the registered agent for SOLAR WASTE SOLUTIONS, LLC is **Kristen Marie Obst** and the street address and mailing address of the company's principal office where the agent is located is 210 S.W. 32nd Avenue, Deerfield Beach, Florida 33442.

This statement is to acknowledge that, as indicated above, SOLAR WASTE SOLUTIONS, LLC has appointed me, **Kristen Marie Obst**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: April 14, 2009


Kristen Marie Obst

The foregoing instrument was acknowledged before me this 14th day of April, 2009, by Kristen Marie Obst, registered agent on behalf of Solar Waste Solutions, LLC, a Florida limited liability company. He is personally known to me or ~~has produced~~ _____ as ~~identification.~~

NOTARY PUBLIC-STATE OF FLORIDA
 Michael A. Freeling
Commission # DD562007
Expires: JULY 23, 2010
BONDED THRU ATLANTIC BONDING CO., INC.


Notary Public

My commission expires:

infused into the company for expenses will be able to reimburse themselves for said contributed expenses taking into account the percentage attributable to each member out of profits first.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII DURATION

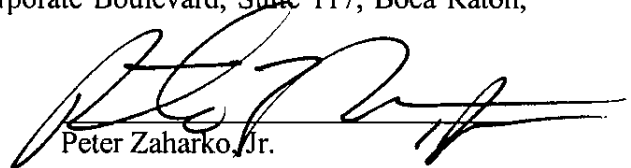
This limited liability company shall exist until dissolved in a manner provided by law as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 210 S.W. 32nd Avenue, Deerfield Beach, Florida 33442 and the name of the company's initial registered agent at that address is Kristen Marie Obst.

The undersigned, being an original member and authorized agent of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of SOLAR WASTE SOLUTIONS, LLC.

Executed by the undersigned at 2295 N.W. Corporate Boulevard, Suite 117, Boca Raton, Florida 33431 on April 14, 2009.


Peter Zaharko, Jr.

Managing Member/Authorized Agent
SOLAR WASTE SOLUTIONS, LLC
(Office and Mailing Address)
210 S.W. 32nd Avenue
Deerfield Beach, Florida 33442

FILED
2009 APR 15 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA