

209 000040754

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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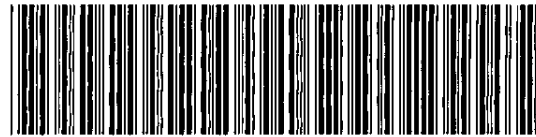
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 APR 22 AM 10:53

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M. THOMAS

APR 28 2009

EXAMINER

CF 125.00

TAX ADVANTAGE

Income Tax Services
Financial & Insurance Services
Accounting & Bookkeeping Services

JAMES K. REESE, EA

1201 North Third Street • Jacksonville Beach, Florida 32250 • (904) 241-0050 • Fax (904) 241-0752

April 20, 2009

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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2009 APR 22 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Organization for Down N' Dirty II, LLC.

Dear Sir or Madam:

Enclosed are (2) original Articles of Organization for Down N' Dirty II, LLC along with my check in the amounts of \$125.00. Please file the Articles and return one copy to me at the above address.

If you have questions, please do not hesitate to call me.

Sincerely,



James K. Reese, EA

Enclosures:
Articles of Organization (2 copies)
Check in the amount of \$125.00

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
OF
DOWN N' DIRTY II, LLC.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this limited liability company shall be:

DOWN N' DIRTY II, LLC.

The general nature of the business to be transacted by this corporation is:

To engage in services and activities associated with decision-making in the public and private sector.

To engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other States and counties.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license in the State of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE II - ADDRESS

The principal place of business and mailing address of the corporation shall be at 4561 Santa Clara Avenue, Middleburg, FL, 32068.

ARTICLE III – DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV - INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is Miller Karshner, 4561 Santa Clara Avenue, Middleburg, FL, 32068.

ARTICLE V – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI – MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of the remaining members.

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TALLAHASSEE, FLORIDA

ARTICLE VII – MANAGEMENT

The company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with the law or these Article of Organization. The name and addresses of the members of the company are:

Miller Karshner

4561 Santa Clara Avenue
Middleburg, FL 32068

Diana Karshner

4561 Santa Clara Avenue
Middleburg, FL 32068

ARTICLE XI - SPECIAL PROVISION

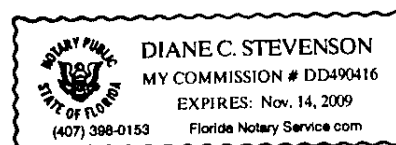
It is the intent of the members that the limited liability company will execute any necessary documents with the Internal Revenue Service concerning the taxation as a corporation and that the limited liability company will file Form 2553 and Form 8832.

STATE OF FLORIDA
COUNTY OF Duval

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgments, personally appeared Miller Karshner to me known to be the person described as subscribed in and executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above on this the 20 day of April, 2009.


Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is:

DOWN N' DIRTY II, LLC.

The name and address of the Registered Agent and Office

Miller Karshner
4561 Santa Clara Avenue
Middleburg, FL 32068

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TALLAHASSEE, FLORIDA

SIGNATURE Miller Karshner
Miller Karshner
TITLE Managing Member
DATE 4-20-09

Having been named as Registered Agent and to accept service of process for the above stated corporation 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.

SIGNATURE Miller Karshner
Miller Karshner
DATE 4-20-09