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2009 JUN 29 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS

JUN 30 2009

EXAMINER

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: Southern Magic 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:

**Roger Dale Barnes**

Name of Person

**Southern Magic LLC.**

Firm/Company

**741 Piney Lane**

Address

**Cantonment, Florida 32533**

City/State and Zip Code

**dalebarnes@panhandle.rr.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Dale Barnes**

Name of Person

at ( **850** )

**324-2613**

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

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

Southern Magic LLC.

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

### ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

#### Principal Office Address:

741 Piney Lane  
Cantonment, Florida 32533

#### Mailing Address:

741 Piney Lane  
Cantonment, Florida 32533

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Lyndia B. Henzon  
Name  
9110 Fowler Avenue  
Florida street address (P.O. Box **NOT** acceptable)  
Pensacola, FL FL 32534  
City, State, and Zip

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*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 as provided for in Chapter 608, F.S.*

Lyndia B. Henzon  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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**ARTICLE IV- Manager(s) or Managing Member(s):**

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The name and address of each Manager or Managing Member is as follows:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Title:**

**Name and Address:**

"MGR" = Manager

"MGRM" = Managing Member

MGR

Roger Dale Barnes

741 Piney Lane

Cantonment, Florida 32533

MGRM

Debra L Hall

741 Piney Lane

Cantonment, Florida 32533

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: July 01 2009 (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**REQUIRED SIGNATURE:**

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Roger Dale Barnes

Typed or printed name of signee

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation  
of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**

**ARTICLE VI - Interest of Members:**

Each Member shall own a percentage interest in the LLC. The Member's interest percentage interest shall be based on the amount of cash or other property that the Member has contributed to the LLC and that percentage interest shall control the Member's share of the profits, losses, taxes, and distributions of the LLC.

**ARTICLE VII – Purpose:**

The purpose of this LLC is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VIII – Duration:**

This LLC shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Organization.

**ARTICLE IX – Distributions:**

Distributions of cash or other assets of the LLC shall be made in the total amounts and at the times as determined by the majority of members or this agreement. There will be no distributions during the first year of operation with all profits being invested in the LLC to grow the company.

**ARTICLE X – Duties of Members: Limitation of liability:**

The Members, Managers and officers shall perform their duties in good faith, in the manner they reasonably believe to be in the best interest of the LLC, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. No Member or officer shall be liable to the LLC or to any Member or Officer unless the loss or damage shall have been the result of fraud, deceit, gross negligence, willful misconduct, or a wrongful taking by a Member or Officer.

**ARTICLE XI – Members Have No Exclusive Duty to LLC:**

The Members shall not be required to participate in the LLC as their sole and exclusive business. Members may have other business interests and may participate in other investments or activities in addition to those relating to the LLC.

**ARTICLE XII – The LLC Interests is personal property:**

A Member has no interest in property owned by the LLC.

**ARTICLE XIII – Members Sale of Interest:**

A Member can sell his/her interest in whole or in part upon written notice to the LLC. The LLC shall have the option to buy the offered interest at the then existing Set Price as provided in this agreement. The LLC has (30) days to respond to the assigning Member of its intention to buy all, some or none of the offered interest. The decision to buy shall be made by a majority of the other Members.

**ARTICLE XIV – Set Price:**

The Set Price for purposes of this agreement shall be the price fixed by the consent of a majority of the members. The Set Price shall be memorialized and made a part of the LLC records. The initial Set Price for each member's interest is the amount of the Members contribution(s) to the LLC. Any future changes to the Set Price by the Members shall be recorded and made a part of the LLC records.

**ARTICLE XV – Final Distributions:**

Upon the winding up of the LLC, the assets must be distributed as follows: (a) to the LLC creditors; (b) to the Members in satisfaction of liabilities for distribution; and (c) to Members first for the return of their contributions and secondly respecting their interest, in the proportions in which the Members share in profits and losses.

WHEREFORE: The Parties have executed this Agreement on the dates stated below their signatures on the attached signature page for each individual Party.

NOTICE: EACH MEMBER HEREBY CERTIFIES THAT HE OR SHE RECEIVED A COPY OF THIS OPERATING AGREEMENT AND FORMATION DOCUMENT OF **SOUTHERN MAGIC LLC**, A FLORIDA LIMITED LIABILITY COMPANY. EACH MEMBER REALIZES THAT AN INVESTMENT IN THIS COMPANY IS SPECULATIVE AND INVOLVES SUBSTANTIAL RISK. EACH MEMBER IS AWARE AND CONSENTS TO THE FACT THAT THE INTEREST IN THE COMPANY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR SECURITIES ACT OF THE STATE OF FLORIDA. EACH MEMBER AGREES TO BE BOUND BY ALL OF THE TERMS AND CONDITIONS OF THIS AGREEMENT AND THE FORMATION CERTIFICATE OR ARTICLES.

Members:

*Robert Dale Brown*  
Name

*Debra L. Hall*  
Name

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

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2009 JUN 29 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

INDIVIDUAL ACCEPTANCE AND SIGNATURE PAGE

I, Roger Dale Barnes, hereby certify that I have received a copy of the Limited Liability Company Agreement and Articles of Organization of SOUTHERN MAGIC LLC, a Florida limited Liability Company. I realize that an investment in this company is speculative and involves substantial risks. I agree to be bound by all of the terms and conditions of the Articles of Organization and Limited Liability Company Agreement of SOUTHERN MAGIC LLC.

Member:

Roger Dale Barnes

Address:

741 Pinex Lane  
CANTONMENT FLA.  
32533

Date:

6/24/07

**INDIVIDUAL ACCEPTANCE AND SIGNATURE PAGE**

I, Debra L. Hall, hereby certify that I have received a copy of the Limited Liability Company Agreement and Articles of Organization of **SOUTHERN MAGIC LLC**, a Florida limited Liability Company. I realize that an investment in this company is speculative and involves substantial risks. I agree to be bound by all of the terms and conditions of the Articles of Organization and Limited Liability Company Agreement of **SOUTHERN MAGIC LLC**.

Member:

Debra L. Hall

Address:

741 Pine Lane  
Cantonment, Florida  
32533

Date:

6-24-09