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EXAMINER



# FLORIDA DEPARTMENT OF STATE Division of Corporations

August 31, 2009

VERONICO THOMPSON 1340 NEW FOREST LANE OSPREY, FL 34229

SUBJECT: DE VRIES COLLECTIONS LLC

Ref. Number: W09000037073

We have received your document for DE VRIES COLLECTIONS LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders or the like from your document.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline Regulatory Specialist II

Letter Number: 709A00029165



# FLORIDA DEPARTMENT OF STATE Division of Corporations

August 17, 2009

VERONICO THOMPSON 1340 NEW FOREST LANE OSPREY, FL 34229

SUBJECT: DE VRIES COLLECTIONS LLC

Ref. Number: W09000037073

We have received your document for DE VRIES COLLECTIONS LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline Regulatory Specialist II

Letter Number: 209A00027853

September 9,2009

FLORIDA DEPARMET OF STATE Tammi Cline Regulatory Specialist II

SUBJECT: DE VRIES COLLECTIONS LLC

Ref: Number: W09000037073

Dear Tammi

I am sending the articles of the company. I hope this time they are well done. Thanks for your and the company happens.

Best regards

Sincerely,

# Articles of Organization of de Vries collections LLC

The undersigned person(s), acting as Organizer(s) for the purpose of forming a business limited liability company under the laws of the State of Florida adopt(s) the following Articles of Organization:

# ARTICLE 1- NAME

The name of the limited liability company is De Vries Collections LLC

# **ARTICLE 2-TERM OF THE EXISTENCE**

The duration of this limited liability company shall be perpetual

## **ARTICLE 3- PURPOSE OF THE LLC**

- SECRETARY OF STAIL MALLAHASSEE FLORIDA
- (a) The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida, and to have all powers that are afforded limited liability companies under the laws of the State of Florida.
- (b) To invest any funds of the company in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (c) To have, in furtherance of the company purposes, all of the powers conferred upon company organized in the State of Florida, subject to any limitations thereof contained in these Articles of Organization, in Chapter 608 of the Florida States or any laws of the State of Florida.

#### **ARTICLE 4-THE STANDARD INDUSTRY**

The Standard Industrial Code for the company is 5090.

#### **ARTICLE 5.- POWERS**

The company shall have power:

- (a) To purchase, sell, lease, let, demise, develop and/or subdivide all real or personal property wheresoever situate,
- (b) To purchase and sell for itself and for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure the same.
- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

- (d) To purchase the corporate assets of any other professional corporation, and engage in the same or other character of business.
- (e) To loan the monies of the company and to take back mortgages as security therefore on both real and personal property.
- 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 company of the State of Florida, or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownerships including the right to vote such stock.
- (g) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.
- (h) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.
- (i)To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, , wares, merchandise, real and personal property, and services of every class, kind and description.
- (j) To have and exercise all powers necessary or convenient to effect its purposes.

#### **ARTICLE 6- CAPITAL**

The initial capital of the organization is one thousand (1000) dolars

#### **ARTICLE 7- PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial address of the office of the registered agent of this limited liability is: 1340 New Forest Lane, Osprey, Fl 34229.

# ARTICLE 8 - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this limited liability company is Veronica Thompson located at 1340 New Forest Lane, Osprey Fl, 34229. By his or her signature at the end of this document, this person acknowledges acceptance of the responsibilities as registered agent of this limited liability company

# **ARTICLE 9 - INCORPORATOR**

The name and street address of the incorporates of this Company is:

<u>Name</u>

<u>Address</u>

Veronica Thomposn

1340 New Forest Lane, Osprey Fl. 3

1.4 PASSEE FLORIDA

**ARTICLE 10- DIRECTORS** 

This company shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, provide that the corporation shall always have at least one director or president. The names and the street addresses of the initial director of this LLC, who shall serve his / her their successors is/are duly elected and are qualified, are

Name
Veronica Thompson

Address
1340 New Forest Lane, Osprey, FL, 34229

#### <u>ARTICLE 11-MEMBERSHIP</u>

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated By Laws of the LLC. The company reserves the right to admit new members at any time.

#### **ARTICLE 14-VOTING RIGHTS**

Members of the organization will have such voting rights as are provided in the By Laws of the LLC.

# **ARTICLE15- LIABILITIES FOR DEBTS**

Neither the members nor the members of the Boards of Directors or officers of the Company shall be liable for the debts of the Company.

# **ARTICLE 16 – PREEMPTIVE RIGHTS**

Each membership of the company shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the company, or securities of the company convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the company.

#### **ARTICLE 17- EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

# **ARTICLE 19-AMENDMENT**

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

#### **ARTICLE 20-INDEMNIFICATION**

The Company shall indemnify a director or officer of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Company against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees or agents of the Company shall apply when such persons are serving at the Company's request while a director, officer, employee or agent of the Company, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company

individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director', "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

# **ARTICLE 21- DISSOLUTION**

The company reserves the right to continue without dissolution, under the terms as set forth in the company Operating Agreement, upon any act that might otherwise cause the dissolution of the company or the dissociation of a member under the laws of the State of Florida.

2009 SEP 10 PH 1:51

	have hereunto set my hand and seal, ac of Incorporation under the laws of the lowest two pour section in the laws of the laws	
	Incorporator •	
	ated in these Articles of Organization are to printing a business limited liability company	
Dated: 6908	_ , 20 <b>09</b>	
Jeans Mannan -	<u>Veronica Thompson</u>	78 to
Signature of Organizer	Printed Name of Organizer	BS.
organizer	Registered Agent Acceptance	SEP 10 PH 1:51

Having been named as Registered Agent and to accept service of process at the place designated in Articles, I Veronica Thompson, 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 as Register Agent.

09/68/07 Date

Veronica Thompson Registered Agent

