

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: SPACE COAST KAYAKING, 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:

JAMES DUROCHER

Name of Person

Firm/Company

310 MCKINKLEY AVE - # A

Address

COCOA BEACH, FL 32931

City/State and Zip Code

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

For further information concerning this matter, please call:

JAMES DUROCHER

Name of Person

at (**321**) **784-2452**

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

09 SEP 29 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 15, 2009

JAMES DUROCHER
310 MCKINLEY AVE
A
COCOA BEACH, FL 32931

SUBJECT: SPACE COAST KAYAKING, LLC
Ref. Number: W09000041255

We have received your document for SPACE COAST KAYAKING, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law does not allow a sole proprietorship to file a conversion. A sole proprietorship is a business owned and operated by one individual. As a sole proprietor, the one individual owner is responsible for making all of the business decisions and all of the debts of the business are considered to be the debts of the one individual owner, as well. The sole proprietorship may or may not conduct business under the one individual owner's legal name. Because the business and the individual are considered as one organization and need each other to co-exist from a legal perspective, a sole proprietorship is not considered a business entity and cannot, therefore, file a conversion under Florida law.

If your sole proprietorship is actually owned and operated by two or more individuals and those individuals serve in the capacity of a partner, your business may not be a sole proprietorship. Your business may meet the definition of a partnership in accordance with Chapter 620, Florida Statutes. Chapter 620, Florida Statutes, allows a partnership to file a conversion. However, the partnership must first file a statement of registration in accordance with section 620.8105, Florida Statutes.

We are enclosing a statement of registration should your business entity meet the criteria of a partnership and you wish to proceed with the conversion. Please note the fee to register a partnership is \$50. To proceed with the conversion, please correct your conversion documents to reflect your current business entity is a partnership and resubmit the conversion documents along with the enclosed registration statement and an additional fee of \$50.

This office strongly suggests that you seek legal advice concerning this matter.

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 109A00030346

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Space Coast Kayaking, LLC

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

ARTICLE II - Address:

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

Principal Office Address:

Space Coast Kayaking, LLC
310 McKinley Ave., "A"
Cocoa Beach, FL 32931

Mailing Address:

Space Coast Kayaking, LLC
310 McKinley Ave., "A"
Cocoa Beach, FL 32931

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:

James Durocher
Name
310 McKinley Ave., "A"
Florida street address (P.O. Box **NOT** acceptable)
Cocoa Beach FL 32931
City, State, and Zip

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..

James Durocher
Registered Agent's Signature (REQUIRED)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 SEP 29 AM 11:02

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

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

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

James Durocher
310 McKinley Ave., "A"
Cocoa Beach, FL 32931

MGR

Jare Paima
355 Needle Blvd.
Merritt Island, FL 32953

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND 2)** must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:

James Durocher

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.)

James Durocher

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)

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DIVISION OF CORPORATIONS