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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10/11/09

FILED
09 OCT 16 PM 2:39
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. KOHR

NOV 23 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 10/16/09

REF. #: 000447.113118

CORP. NAME: MBR HOLDING COMPANY, LLC

EFFECTIVE DATE 10/11/04

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
09 OCT 16 PM 2:39

* Please note effective
date of 10/11 *

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 532161 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 16, 2009

KATIE WONSCH
CORPDIRECT AGENTS
TALLAHASSEE, FL

SUBJECT: MBR HOLDING COMPANY, LLC
Ref. Number: W09000046217

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

EFFECTIVE DATE 10/11/09

We have received your document for MBR HOLDING COMPANY, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$155.00 payment.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 709A00033205

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

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TO AVOID DELAY
SUFFICIENCY OF FILING

EFFECTIVE DATE 10/11/09

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SECRETARY OF CORPORATIONS
09 OCT 16 PM 2:39

ARTICLES OF ORGANIZATION

OF

MBR INVESTMENT HOLDING COMPANY, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Company shall be: **MBR Investment Holding Company, LLC**

**ARTICLE II
ADDRESS AND PLACE OF BUSINESS**

The Company's mailing address is 8131 Championship Court, Bradenton, FL 34202 and the Company's principal address is 8131 Championship Court, Bradenton, FL 34202.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE V
MANAGEMENT**

The management of the Company shall be determined in accordance with the operating agreement of the Company (the "Operating Agreement").

**ARTICLES OF ORGANIZATION
OF MBR INVESTMENT HOLDING COMPANY, LLC
PAGE 2**

**ARTICLE VI
RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

**ARTICLE VII
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Operating Agreement or other agreement adopted by the members.

**ARTICLE VIII
OPERATING AGREEMENT**

The members of the Company may adopt an Operating Agreement pertaining to the regulation, management, and other affairs of the Company.

**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 515 East Park Avenue, Tallahassee, Florida 32301 and the name of the initial registered agent is CorpDirect Agents, Inc. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE X
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of MBR

**ARTICLES OF ORGANIZATION
OF MBR INVESTMENT HOLDING COMPANY, LLC
PAGE 3**

Investment Holding Company, LLC. These Articles of Organization may be amended from time to time by consent of the members in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 16th day of October, 2009 but effective for all purposes as of the 11th day of October, 2009.



Drew LaGrande, Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **MBR Investment Holding Company, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 16th day of October, 2009.

CORPDIRECT AGENTS, INC.

By: 

Name: Katie Wonsch

Its: Assistant Secretary