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TALLAHASSEE, FLORIDA

J. BRYAN

DEC 15 2009

EXAMINER

# THOMAS J. GALLO, ATTORNEY, P.A.

ESTATE PLANNING - REAL ESTATE - PROBATE - WILLS - TRUSTS - GUARDIANSHIP

December 2, 2009

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

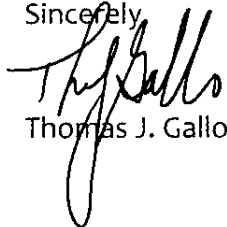
RE: ARTICLES OF ORGANIZATION:  
POPPY'S ACRES, L.L.C.;

Dear Sirs,

Enclosed please find an original and one copy of the Articles of Organization for the above referenced Limited Liability Company and my client's check in the amount of One Hundred Twenty-Five Dollars (\$125.00), representing the required filing fee. I would respectfully ask that you return the Certificate, and other appropriate documents, to the address listed below, upon approval. I have enclosed a stamped self-addressed envelope for that purpose.

Thank you for your cooperation in this matter. Please do not hesitate to contact my office (813) 661-5180 if there are any questions.

Sincerely,

  
Thomas J. Gallo

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TALLAHASSEE, FLORIDA

TJG/jeo  
Enclosure  
Cc: Priolo

1418 BLOOMINGDALE AVENUE, VALRICO, FLORIDA 33596  
Ofc. (813) 661-5180 Fax. (813) 661-5185  
Thomas@tomgallolaw.com

**ARTICLES OF ORGANIZATION**  
**OF**  
**POPPY'S ACRES, LLC**

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TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name and Principal Place of Business**

The name of this limited liability company is POPPY'S ACRES, LLC; the physical address of its principal office is 2105 Dillon Court, Valrico, Florida 33596, and its mailing address is the same.

**ARTICLE II**

**Purposes**

This limited liability company is organized for the purpose of Real Estate Investment and shall have the power to engage in any activity or business authorized under the Florida Statutes and, in general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

**ARTICLE III**

**Management and Exercise of Powers**

Management of this limited liability company is reserved to the members. The names and addresses of the initial managing members are as follows:

PETER F. PRIOLO  
2105 DILLON COURT  
VALRICO, FLORIDA 33596

DIANNE M. PRIOLO  
2105 DILLON COURT  
VALRICO, FLORIDA 33596

The powers of this limited liability company shall be exercised by or under the authority of, and the business and affairs shall be managed under, the direction of the members of this limited liability company.

This Article may be amended from time to time in accordance with the regulations of this limited liability company by majority vote of the members.

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#### **ARTICLE IV**

##### **Duration**

Except as provided below, this limited liability company shall exist in perpetuity until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

Upon the death, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in this limited liability company, this limited liability company shall be dissolved except upon consent of all remaining members.

#### **ARTICLE V**

##### **Membership**

Except as provided otherwise in any applicable Members Agreement, new members of this limited liability company may only be admitted upon unanimous consent. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

Except as provided otherwise in any applicable Members Agreement, a member's interest in this limited liability company may not be sold, assigned, transferred, or conveyed without unanimous written consent of all members, and an assignee of an interest in this limited liability company may become a member only upon consent of all existing members.

#### **ARTICLE VI**

##### **Capital Contributions**

Initial capital contributions valued in the amount of Five Hundred and no/100ths Dollars (\$500.00) shall be paid to this limited liability company by the members. Additional contributions will be made as required and as determined by unanimous consent of the members and will be made in such proportionate amounts as to maintain the capital accounts in the same proportion as arose from the original contribution set forth above.

#### **ARTICLE VII**

##### **Profits and Losses**

- A. **Profits.** After payment of the expenses of this limited liability company, each member shall be entitled to a distributive share of the profits of this limited liability company in accordance with an agreed upon formula or, in the absence of such formula, in proportion to each members' then outstanding contributed and not returned capital. The distributive share of the profits shall be determined and paid to the members by December 31<sup>st</sup> of each year.
- B. **Losses.** Any losses which occur in the operation of this limited liability company shall be

paid from the profits and capital of this limited liability company or, if the profits and capital are not sufficient to pay for these losses, by the members in proportion to their capital accounts.

**ARTICLE VIII**  
**Initial Registered Office and Registered Agent**

The street address of the initial registered office of this limited liability company is 2105 DILLON COURT, VALRICO, FLORIDA 33596, and the name of the initial registered agent of this limited liability company at that address is PETER F. PRIOLO.

**ARTICLE IX**  
**Amendments**

This limited liability company reserves the right to amend or repeal any provision contained in this Articles of Organization or any amendment thereto upon the affirmative vote of the members representing a majority of then outstanding contributed and not returned capital of this limited liability company.

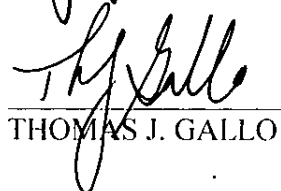
**IN WITNESS WHEREOF**, the undersigned, being the original members of this limited liability company, certifies that this instrument constitutes the Articles of Organization of POPPY'S ACRES, LLC

Executed this December 3, 2009.

*Signed sealed and delivered in the presence of:*

*Witnesses:*

  
\_\_\_\_\_  
JAYNE E. O'BRIEN

  
\_\_\_\_\_  
THOMAS J. GALLO

  
\_\_\_\_\_  
PETER F. PRIOLO

  
\_\_\_\_\_  
DIANNE M. PRIOLO

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on December ~~2~~<sup>3</sup>, 2009, by PETER F. PRIOLO and DIANNE M. PRIOLO, who have produced a Florida Driver's License as personal identification.



THOMAS J. GALLO  
Notary Public, State of Florida  
My Commission Expires: Sept. 19, 2012

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing POPPY'S ACRES, LLC, I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.



PETER F. PRIOLO

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