

L10000042651

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

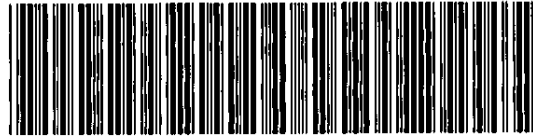
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200175533042

04/20/10--01024--017 **125.00

RECEIVED
10 APR 20 PM 12:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
10 APR 21 PM 2:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

B. KOHR

APR 21 2010

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Power Core, LLC

FILED STATE
SECRETARY OF CORPORATIONS
10 APR 21 PM 2:37

- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☒ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☐ Cert. Copy _____
- ☒ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____

Signature _____

Requested by: Seth

4/20

11:00

Name

Date

Time

Walk In

Will Pick Up



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

10 APR 21 AM 11:50

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 21 PM 2:37

April 20, 2010

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: POWER CORE, LLC
Ref. Number: W10000019173

We have received your document for POWER CORE, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$125.00 payment.

The name "POWER CORE, LLC" is too similar to the name of an existing Florida company -- "POWERCORE OF FLORIDA, INC." (Document Number P04000111747) -- because the addition of the words "FLORIDA" or "OF FLORIDA" at the end of a name does not constitute a significant difference.

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: 210A00009717

ARTICLES OF ORGANIZATION

OF

POWER CORE USA, LLC

a Florida Limited Liability Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 21 PM 2:37

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the "Florida Limited Liability Company Act", do hereby adopt the following Articles of Organization for such company:

ARTICLE I

The name of this limited liability company shall be:

POWER CORE USA, LLC

ARTICLE II

(Duration/Continuation)

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate upon the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the company is continued by the consent of all of the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III

(Purposes and Powers)

The general purpose for which the Company is organized is to engage in the business of purchasing or otherwise, acquiring in whole or in part letters patent, concessions, licenses,

inventions, exclusive, non-exclusive, or limited, whether in the United States or elsewhere: to sell, let, or grant any patent rights, licenses, concessions, inventions, rights, or privileges belonging to this Corporation or which it may acquire, or any interest in the same, and generally to deal in any and all such properties; to manufacture, produce, exploit, trade, and deal in any products of any such inventions or rights, and maintain machinery, plants articles, appliances, and other things in connection therewith; to establish, maintain, and operate chemical, physical, and other laboratories to carry on chemical, physical, and industrial research of every kind and character, and to produce, manufacture, make ,work, treat, sell, import, export, exchange, develop, pledge, use, lease, or otherwise dispose of or turn to account and generally to deal in and with articles or substances invented or developed thereby; to own the inventions developed thereby, to protect the same by letters patent or by holding them as secret processes, and to grant licenses and make other lawful agreements or arrangements for the employment or use of any such inventions by other persons; and to apply for, obtain, register, purchase, lease, or otherwise acquire, hold, own, use, introduce, develop, and sell, assign, lease, pledge, or otherwise dispose of or turn to account letters patent of the United States or of any foreign country, inventions, formulas, processes, patents, patent rights, licenses and privileges, trademarks and trade names, or pending applications therefore, and any and all labels, designs, prints, and brands, and to use, exercise, develop, and take or grant licenses or other rights in respect of or otherwise turn to account any of the foregoing; and to transact any other lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

(Principal Office and Address)

The mailing address and street address of the principal office of this company is 2531 Cleveland Avenue, Fort Myers, FL 33901.

ARTICLE V

(Registered Agent and Address)

The name and street address of the initial Registered Agent of this company for service of process in the State of Florida is Frank J. Aloia, Jr., 2250 First Street, Fort Myers, Florida 33901.

ARTICLE VI

(Capital Contributions)

A member's contribution to the capital of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. The Company shall keep at its principal office appropriate written records regarding the amount of cash and a description and statement of the agreed value of any other property or services contributed by each member and which each member has agreed to contribute.

ARTICLE VII

(Additional Capital Contributions)

Each member shall make additional capital contributions to the Company only upon the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

(Management of Company)

The Company shall be managed by one or more managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial Manager of the company is Charles Springer, 2531 Cleveland Avenue, Fort Myers, FL 33901.

The names and addresses of the members of the Company are:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| Charles Springer, M.D. | 2531 Cleveland Avenue Fort Myers, FL 33901 |

ARTICLE IX

(Amendments)

Any amendment to these Articles of Organization shall be in such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall also be signed by the member to be added.

ARTICLE X

(Regulations)

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the manager(s) of the Company by any amendments to the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may

prescribe in any regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE XI

(Informal Action of Members)

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE XII

(Contracting Debt)

Except as otherwise provided by Law no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager(s) or if managed by the Members, by any Member of this Company unless otherwise provided herein.

ARTICLE XIII

(Transferability of Member's Interest)

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member otherwise would be entitled.

ARTICLE XIV

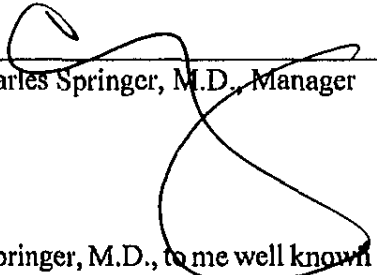
(Withdrawal or Reduction of Member's Contributions to Capital)

A Member shall not receive out of the Company property any part of his or her contribution to capital until:

1. All liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them;
2. The consent of all members is had, unless the return of the contributions to capital may be rightfully demanded.
3. These articles of organization are cancelled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or her contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization for the foregoing uses and purposes this 19 day of April, 2010.



Charles Springer, M.D., Manager

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared Charles Springer, M.D., to me well known to be the Manager of the above limited liability company and who subscribed the Above Articles of Organization and freely and voluntarily acknowledged before me that she executed the same for the use and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 19 day of April, 2010. *personally known*




NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

I, Frank J. Aloia, Jr., having been named as Registered Agent to accept service of process for the above stated limited liability company, at the place designated in the Articles of Organization, 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.

Dated this 19th day of April, 2010.



Frank J. Aloia, Jr., Registered Agent