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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Collins MAY 11 2010

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: Bill Pierce Landscaping, 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:

A. John Hughes, Jr. Esq.
Name of Person

Attorney
Firm/Company

PO Box 1910
Address

Fort Myers, FL 33902-1910
City/State and Zip Code

john@jhugheslaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melinda Joseph at (239) 337-4500
Name of Person 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

**ARTICLES OF ORGANIZATION
OF

Bill Pierce Landscaping, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, et seq., Florida Statutes (the "Act"), do sign, acknowledge and deliver in duplicate to the Secretary, Florida Department of State, these Articles of Organization.

**ARTICLE I
Name**

The name of the limited liability company (hereinafter referred to as the "Company") shall be Bill Pierce Landscaping, LLC.

**ARTICLE II
Period of Duration**

The Company shall exist for thirty (30) years from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless sooner dissolved according to law.

**ARTICLE III
Registered Office and Agent**

The mailing address and street address of the principal office of the Company is: 1678 Temple Terrace, N. Fort Myers, FL 33917.

The Company's initial registered agent will be BILL PIERCE.

The Company's initial registered office address, together with its principal place of business in Florida is: 1678 Temple Terrace, N. Fort Myers, FL 33917.

ARTICLE IV Contributions

The initial amount of capital contributions (including cash and a description of the agreed value of the property) is \$TEN THOUSAND (\$10,000.00) cash, which will be contributed by the members.

ARTICLE V Additional Contributions

Unless all members agree in writing, no present or future member shall have any obligation to make any additional contributions to the Company above their written agreed upon contribution to the capital of the Company.

ARTICLE VI New Members and Transfer of Membership

A majority vote of the members of the Company may admit additional members. No interest in the Company may be transferred or sold, except by unanimous consent of all members.

ARTICLE VII Death, Retirement or Resignation of Member

The withdrawal of a member by sale or transfer of his interest in the Company, death, retirement or resignation shall constitute a dissolution of the Company.

ARTICLE VIII Management

The Company will be managed by a board of managers, consisting of not less than one nor more than three managers, as may be agreed upon by the members and managers, as is established in the operating agreement and regulations unanimously adopted by the members. The names and addresses of the original manager or managers of the Company are as follows:

Bill Pierce

These managers will serve until the first annual meeting of members, or until their successors are elected and qualify.

The above-named managers are also members of this Company.

ARTICLE IX

Indemnification and Liability

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act of omission in the manager's capacity as a manager, except that this Article IX does not eliminate or limit the liability of a manager to the extent that the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of the manager is expressly provided by an applicable statute. Any repeal or amendment of this Article IX by the members of the Company shall be prospective only and should not adversely affect any limitation on the liability of a manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager of the Company is not liable as set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of a manager or of a director of a corporation.

ARTICLE X

Actions of Members

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, of a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests

entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

ARTICLE XI

Preemptive Right

No member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

ARTICLE XII

Effective Date

The effective date of the Company shall be April 22, 2010, the date of execution, or upon filing with the Department of State, if the date of execution is more than five (5) business days prior to filing with the Department of State.

IN WITNESS WHEREOF, the parties have entered into, executed and made these Articles of Organization as of the day first above written.

Member:

Bill Pierce
Bill Pierce

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept my position as registered agent.

Registered Agent:

Bill Pierce
Bill Pierce