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J. BRYAN

AUG 17 2010

EXAMINER



610 S. Maitland Avenue  
Maitland, Florida 32751

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Mary Merrell Bailey, Esq., Partner  
Hallie L. Zobel, Esq., Partner  
David Pilcher, Esq., Partner

Janet M. Scott, FRP, Paralegal  
Benjamin D. Warren, FRP, Paralegal

August 12, 2010

State of Florida, Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Right Side Up LLC

Dear Sir or Madam:

Please be advised that this firm represents Douglas K. Latore who will be the manager of the above-referenced limited liability company.

Enclosed please find the following documents for establishment of a new limited liability company:

1. Original Articles of Organization
2. Check in the amount of \$155.00 representing the filing fee of \$125.00 and \$30.00 for a certified copy of the Articles of Organization

Please file the Articles to be effective upon filing and return the certified copy of the Articles to us in the envelope provided.

Should you have any questions concerning this matter, please feel free to contact me or my paralegal, Janet M. Scott, at your convenience. Thank you for your attention to this matter.

Sincerely,  
BAILEY ZOBEL PILCHER PLC

David Pilcher

DP/jms  
Enclosures  
cc: Douglas K. Latore

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# **Articles of Organization of the Right Side Up LLC**

## **A Florida Limited Liability Company**

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### **Section 1.01 Introduction and Preliminary Statements**

The undersigned Organizer, desires to form a limited liability company pursuant to the Laws of the State of Florida by delivering to the Secretary of State of the State of Florida these Articles of Organization, in accordance with the provisions of Florida Limited Liability Company Act, hereinafter referred to as the "Act".

### **Section 1.02 Name**

The name of the limited liability company, referred to as the "Company", is:

Right Side Up LLC,  
A Florida Limited Liability Company

### **Section 1.03 Duration**

The Company shall exist for a perpetual duration from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless dissolved according to law.

### **Section 1.04 Objects and Purposes**

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

### **Section 1.05 Principal Place of Business**

The principal place of Business of the Company is:

Physical Address:  
1055 Kensington Park  
Drive, #109  
Altamonte Springs, Florida  
32714

Mailing Address:  
1055 Kensington Park  
Drive, #109  
Altamonte Springs, Florida  
32714

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### **Section 1.06 Registered Agent and Registered Office**

The name of the initial registered agent is Douglas K. Latare and the original registered addresses are as follows:

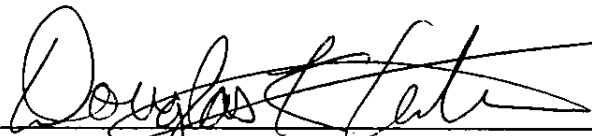
Physical Address:  
1055 Kensington Park  
Drive, #109  
Altamonte Springs, Florida  
32714

Mailing Address:  
1055 Kensington Park  
Drive, #109  
Altamonte Springs, Florida  
32714

### **Section 1.07 Registered Agent Consent**

I, Douglas K. Latare, a natural person and resident of Florida, accept the appointment as agent of Right Side Up LLC, a Florida Limited Liability Company, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: August 11, 2010.

  
\_\_\_\_\_  
Douglas K. Latare, Registered Agent

### **Section 1.08 Name and Address of Organizer**

David Pilcher, Esquire, 610 S. Maitland Ave., Maitland, Florida 32751

### **Section 1.09 Additional Contributions**

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the Operating Agreement.

### **Section 1.10 Additional Members**

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that

transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement

### **Section 1.11 Continuation of Business**

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy, of a Member, or the occurrence of an event, which terminates the continued membership of a Member in the Company, the remaining Members and Managers of the Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members and Managers fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the Operating Agreement.

### **Section 1.12 Operating Agreement and Authority**

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and Managers and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members and Managers of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

### **Section 1.13 Management**

The business of the Company shall be conducted under the management of its Manager who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Manager will be set forth in the Operating Agreement. The name and address of the initial Manager is:

Douglas K. Latare  
1055 Kensington Park Drive, #109  
Altamonte Springs, Florida 32714

### **Section 1.14 Indemnification and Liability**

The Company may, as determined by the Managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the Operating Agreement of the Company.


### **Section 1.15 Transferability of Interest**

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

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CLERK OF DISTRICT COURT  
ALLAHAMSEE COUNTY  
IDAHO

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date:

Executed on August 12, 2010

  
\_\_\_\_\_  
David Pilcher, Esquire, Organizer

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