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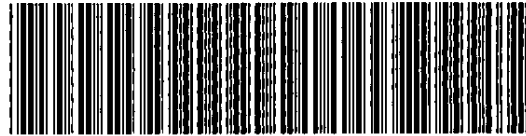
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10 SEP 10 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN

SEP 13 2010

EXAMINER

**ARTICLES OF ORGANIZATION  
OF  
JAM FAMILY ENTERPRISES, LLC**

FILED  
10 SEP 10 PM 12:45  
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TALLAHASSEE, FLORIDA

The undersigned, Michael J. Merz, Trustee of the Michael J. Merz Amended and Restated Living Trust dated October 30, 2006, for the purpose of forming a limited liability company under and pursuant to the provisions of Chapter 608 of Florida Statutes, and all amendments thereto, hereby adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") shall be JAM Family Enterprises, LLC.

**ARTICLE II  
MAILING AND STREET ADDRESS**

The mailing and street address of the Company is located at 411 NW 1st Ave #606, Fort Lauderdale, FL 33301.

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and street address of the Company's initial registered agent, who has signed the acceptance set forth below, are David Merz, 411 NW 1st Ave #606, Fort Lauderdale, FL 33301.

**ARTICLE IV  
PURPOSES AND POWERS**

The Company shall have general business purposes and shall possess all powers necessary to conduct any business in which it is authorized to engage, including but not limited to all those powers expressly conferred upon limited liability companies by Chapter 608 of Florida Statutes, as it may from time to time be amended, together with those powers implied therefrom.

**ARTICLE V  
PERIOD OF EXISTENCE**

Unless the limited liability company is dissolved earlier in accordance with law, the period of existence of the limited liability company shall be perpetual.

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## **ARTICLE VI**

### **MEMBERSHIP UNITS**

**6.1 Membership Units.** Membership interests in the Company shall be represented by Membership Units, which may be full or partial. Except as provided in these Articles or the Operating Agreement, Membership Units shall be equal in all respects and each Membership Unit outstanding and shall share equally in allocations of profits and losses and distributions; provided, however, that nothing in this Article shall prohibit a member from assigning part or all of such member's governance rights or financial rights represented by Membership Units to the extent not otherwise restricted by law or the Operating Agreement.

**6.2 Classes of Membership Units.** The members of the Company shall include members with voting rights ("Voting Members") and members without voting rights ("Non-Voting Members"). The total authorized Membership Units of the Company shall consist of two thousand (2,000) Class A Voting Membership Units ("Voting Units") and eight thousand (8,000) Class B Non-Voting Membership Units ("Non-Voting Units"). Each Membership Unit represents an equal capital interest in the Company. Each of the such classes shall be identical in all respects, except that the Non-Voting Units shall carry no right to participate in the management of the Company and no right to vote on any matter presented to the Members for their vote or approval.

**6.3 Voting Rights.** All voting rights shall be vested in the Voting Units and all actions by the members of the Company shall be made by the holders of the Voting Units. The Voting Members shall have voting rights in direct proportion to their ownership of Voting Units of the Company at the rate of one (1) vote for each Voting Unit held as of the record date for such year as reflected in the records of the Company for the exercise of all governance and management rights related to such Voting Units, except as otherwise agreed under any Operating Agreement.

## **ARTICLE VII**

### **MANAGEMENT BY MANAGERS**

This limited liability company shall be managed by one or more managers elected or appointed by the Voting Members. The name and address of the initial Chief Manager of the Company are David Merz, 411 NW 1st Ave #606, Fort Lauderdale, FL 33301.

## **ARTICLE VIII**

### **POWERS OF MEMBERS**

**8.1 Actions by Members.** Except as specifically set forth herein or in the Operating Agreement, the Voting Members shall take action by the affirmative vote of a majority-in-interest of the Voting Members. The Voting Members may vote in person or by proxy at any duly held meeting. Any action required or permitted to be taken at a meeting of the Voting Members may be taken by written action signed by the Voting Members holding the number of Voting Units necessary to take such action at a meeting at which the holders of all of the Voting Units were present.

**8.2 Amendment of Articles of Organization.** The Voting Members shall take action to amend these Articles of Organization by the affirmative vote of a majority-in-interest of the Voting Members.

**8.3 Effect of Operating Agreement.** The terms of these Articles of Organization are subject to the terms of any Operating Agreement in force from time to time. In the event of a conflict between the terms of these Articles of Organization and any such Operating Agreement, the provisions of such Operating Agreement shall control.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization this 31 day of August, 2010.



Michael J. Merz, Trustee of the Michael J. Merz Amended and Restated Living Trust dated October 30, 2006, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I 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 as provided for in Chapter 608 of Florida Statutes.



David Merz, Registered Agent

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