

# L1000010682

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To: Division of Corporations  
Fax Number : (850)617-6383

## L. SELLERS

SEP 29 2010

From: Account Name : ROBINS, KAPLAN, MILLER & GIBBS  
Account Number : I20090000063  
Phone : (239)430-7070  
Fax Number : (239)213-1970

## EXAMINER

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA LIMITED LIABILITY CO.**  
**Seafood Dynamics of Southwest Florida, LLC**

Certificate of Status	0
Certified Copy	0
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TALLAHASSEE, FLORIDA

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10 SEP 28 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
SEAFOOD DYNAMICS OF SOUTHWEST FLORIDA, LLC**

THE UNDERSIGNED hereby certifies that he intends to form a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") shall be **SEAFOOD DYNAMICS OF SOUTHWEST FLORIDA, LLC.**

**ARTICLE II  
ADDRESS**

The mailing and street address of the Company's principal office is:

4176 Mercantile Drive  
Naples, Florida 34104

**ARTICLE III  
PURPOSES**

The general nature of the business or businesses to be transacted and which the company is authorized to transact shall be as follows:

- A. To develop, own, operate, manage, invest in businesses or entities engaged in the processing, distribution and sale of seafood, fish, seafood and fish products at wholesale and retail and other activities complimentary or incidental thereto or in furtherance thereof.
- B. To engage in any activity or business authorized under the Florida Statutes.
- C. 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 herein set forth to the same extend as a natural person might or could do.

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**ARTICLE IV  
DURATION**

The duration for the Company shall be perpetual.

**ARTICLE V  
MEMBERS**

There shall be two (2) classes of members, namely:

1. Class A Members.
2. Class B Members.

The relative rights, powers and duties of the Classes of Members are set forth in the Company's Operating Agreement.

**ARTICLE VI  
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Florida is MICHAEL J. VOLPE and the address of the Company's registered agent in Florida is 711 Fifth Avenue South, Suite 201, Naples, Florida 34102.

**ARTICLE VII  
MANAGEMENT**

The Company is to be managed by the Members.

**ARTICLE VIII  
ADMISSION OF NEW MEMBERS**

Members of the Company have the right to admit new members. Additional members whether Class A or Class B, may be admitted only on the written consent of a majority of the existing Class A Members, unless otherwise provided in the Company's Operating Agreement. The existing Class A Members shall determine the amount and nature of the contribution by new members at the time the new members are admitted.

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**ARTICLE IX  
CONTINUATION OF BUSINESS OPERATIONS**

The Company may continue its business operations upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in a limited liability Company only upon the unanimous approval of the remaining members, unless otherwise provided in the Company's Operating Agreement.

**ARTICLE X  
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 28<sup>th</sup> day of September, 2010.

*Michael J. Volpe*  
\_\_\_\_\_  
MICHAEL J. VOLPE, as Authorized Agent

STATE OF FLORIDA  
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 28<sup>th</sup> day of September, 2010 by **MICHAEL J. VOLPE**, as Authorized Agent, who is (personally known to me) or has produced (driver's license/picture identification) and who (did/did not) take an oath.

My Commission Expires:

*Anne Marie Wamback*  
\_\_\_\_\_  
NOTARY PUBLIC (SEAL)

\_\_\_\_\_  
Typed or printed name



ANNE MARIE WAMBACK  
MY COMMISSION # DD 855934  
EXPIRES: January 29, 2013  
Bonded Thru Budget Notary Services

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

The name of the limited liability company is: **SEAFOOD DYNAMICS OF SOUTHWEST FLORIDA, LLC**

The name and address of the Registered Agent and office is:

**MICHAEL J. VOLPE, ESQUIRE**  
**ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.**  
711 Fifth Avenue South, Suite 201  
Naples, Florida 34102

Having been named as Registered Agent 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.

Dated this 28<sup>th</sup> day of September 2010.

  
\_\_\_\_\_  
**MICHAEL J. VOLPE**

This instrument prepared by:  
**MICHAEL J. VOLPE, ESQUIRE**  
**ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.**  
711 Fifth Avenue South, Suite 201  
Naples, Florida 34102

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