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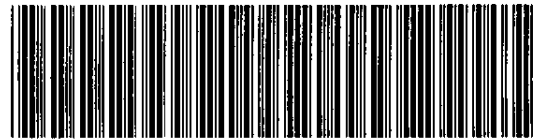
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EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Wine and Chocolate Plan, L.L.C.  
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:

Ann C. Brooks

Name of Person

Ann C. Brooks, CPA, PA

Firm/Company

9302 N Century Blvd.

Address

Century, FL 32535

City/State and Zip Code

acbcpa@panhandle.rr.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ann C. Brooks

Name of Person

at ( 850 ) 256-2999

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

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**ARTICLES OR ORGANIZATION OF**  
**WINE AND CHOCOLATE PLAN, L.L.C.**

The undersigned hereby certifies that I have determined to become 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 declare that the following Articles shall be the charter and authority to conduct business of such limited liability company.

**ARTICLE 1**

**NAME**

The name of the limited liability company shall be WINE AND CHOCOLATE PLAN, L.L.C., and its principal place of business shall be at 435 Regatta Bay Blvd Destin, FL 32541, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**

**PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in the business of writing books of instruction and other books of general interest; and
2. To engage in any other activity or business authorized under the Florida Statutes.

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### ARTICLE III

#### MEMBERS, MEMBERSHIP INTERESTS AND CAPITAL CONTRIBUTIONS

The members, membership interests and capital contributions shall be as follows:

<u>Member</u>	<u>Membership Interest</u>	<u>Capital Contributions</u>
Brenda C. Barnes	100%	\$1,000.00

### ARTICLE IV

#### PROFITS AND LOSSES

- (a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributed share of the profits specified in accordance with the percentage of membership interest that each member owns related to the total membership interests outstanding.
- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in accordance with the percentage of membership interest that each member owns related to the total membership interests outstanding.

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**ARTICLE V**  
**LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of the business and affairs of this limited liability company and shall be managed under the direction of the members of this limited liability company. This article, and the regulations of the limited liability company, may be amended from time to time by a fifty-one percent vote of the membership interests of the limited liability company.

**ARTICLE VI**  
**DURATION**

This limited liability company shall exist until twenty (20) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided in the regulations adopted by the members.

**ARTICLE VII**  
**PRINCIPAL PLACE OF BUSINESS**

The principal office and mailing address of this limited liability company shall be 435 Regatta Bay Blvd., Destin, FL 32541.

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**ARTICLE VIII**  
**MANAGEMENT**

- A. This limited liability company shall be managed by a managing member, who shall be elected by a fifty-one percent (51%) vote of the members.
- B. The name and address of the initial member, who shall serve as manager until the first annual meeting of members, or until her successor is elected and qualifies is as follows:
- Brenda C. Barnes, 435 Regatta Bay Blvd., Destin, FL 32541.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 435 Regatta Bay Blvd., Destin, FL 32541, and the name of its initial registered agent at such address is Brenda C. Barnes.

**ARTICLE X**  
**RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by a fifty-one percent (51%) vote of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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A member's interest in the limited liability company may not be sold or otherwise transferred except as provided for in the Company's Operating Agreement.

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon a fifty-one percent (51%) vote of the remaining members.

The undersigned being an original member of the limited liability company, hereby certifies that the foregoing constitute the Articles of Organization of Wine and Chocolate Plan, L.L.C.

Executed by the undersigned on the 3<sup>rd</sup> day of November, 2010.

Brenda C. Barnes  
Brenda C. Barnes


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TALLAHASSEE, FLORIDA

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated limited liability company at the place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 3<sup>rd</sup> day of November, 2010.

  
Brenda C. Barnes

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