

L10000127715

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200188352622

12/14/10--01018--005 **125.00

RECEIVED
10 DEC 14 AM 11:14
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
10 DEC 14 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

DEC 14 2010

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

AUTHENTIC POOLS, LLC

FILED
10 DEC 14 PM 1:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Signature _____

Requested by: BN

12/14/10 am

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
✓ ____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ ____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

**ARTICLES OF ORGANIZATION
OF
AUTHENTIC POOLS, LLC**

FILED
10 DEC 14 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under the Limited Liability company law of Florida.

Article I: Name of Limited Liability Company.

The name of the limited liability company is Authentic Pools, LLC.

Article II: Principal Place of Business.

The address of the company's principal place of business in this state is 91 South School Avenue, Lecanto, Florida 34461.

Article III: Registered Agents.

3.1 Name and Status of Registered Agent.

The name of the registered agent for service of process in Florida is Karen Mannis. The registered agent is Karen Mannis.

3.2 Address of Registered Agent.

The address of the registered agent for service of process is 91 South School Avenue, Lecanto, Florida 34461

Article IV: State Government as Registered Agent.

The Secretary of State is hereby appointed the agent of Authentic Pools, LLC for service of process if the registered agent has resigned, the registered agent's authority has been revoked, or the agent cannot be found or served with the exercise of reasonable diligence. The address within Florida to which the Secretary of State shall mail a copy of any process against Authentic Pools, LLC is 91 South School Avenue, Lecanto, Florida 34461.

Article V: Name and Address of Each Organizer.

The name and business address of each organizer is:

<u>Name</u>	<u>Address</u>
Karen Mannis	91 South School Avenue Lecanto, Florida 34461
Michael Mannis	91 South School Avenue Lecanto, Florida 34461

FILED
10 DEC 14 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI: Perpetual Duration.

The period of duration of Authentic Pools, LLC is perpetual.

Article VII: Form of Management.

The management of Authentic Pools, LLC shall be vested in the members. The names and street addresses of the members are:

<u>Name</u>	<u>Address</u>
Michael Mannis	91 South School Avenue Lecanto, Florida 34461
Karen Mannis	91 South School Avenue Lecanto, Florida 34461

7.1 Voting.

Each percentage of membership interest has one vote on each matter on which the membership interest is entitled to vote. Cumulative voting is allowed. With respect to any matter, other than the election of the Managers, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

7.2 *Company Actions.*

(a) Any action required by the Florida Limited Liability Company Act, and any amendments to that act, shall be taken at any annual or special meeting of Members of the Limited Liability Company.

(b) Or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if 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 interest entitled to vote on the action were present and voted.

(c) Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

(d) Prompt notice of the taking of any action by 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.

7.3 *Indemnification.*

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

(1) Any breach of his or her duty of loyalty to the company, or to its members;

(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or

FILED
10 DEC 14 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the company or its members.

(4) An action for which the manager is liable at law and for which an indemnification is not allowed.

Article VIII: Purpose.

Authentic Pools, LLC has been formed for the following purposes: any and all lawful business purposes including but not limited to the design, manufacture and installation of custom pools and spas., and to conduct or promote any lawful business or purpose permitted by the laws of Florida.

Article IX: Right To Continue Business.

In the event of the 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 Authentic Pools, LLC, the remaining members have the right under the operating agreement to continue the business of Authentic Pools, LLC.

Article X: Tax Treatment.

Authentic Pools, LLC is intended to be treated as a limited liability company for purposes of federal income taxation.

Article XI: Certificate of Membership.

A member's interest in Authentic Pools, LLC may be evidenced by a certificate of membership interest signed by Michael Mannis, which may be assigned or transferred. The right to assign or transfer a member's interest in Authentic Pools, LLC is limited by the provisions set forth in the Operating Agreement.

Article XII: Capital and Additional Members.

Members shall not be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

[the remainder of this page is intentionally left blank]

FILED
10 DEC 14 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by the undersigned organizers on December 13th, 2010.

ORGANIZERS:

Karen Mannis
Karen Mannis

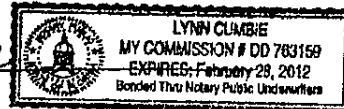
Michael Mannis
Michael Mannis

FILED
10 DEC 14 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF Citrus

This instrument was acknowledged before me on this 13th day of December, 2010, by Karen Mannis. She is ☒ personally known to me or ☐ has produced a Florida driver's license as identification.

Lynn Cumbie
Notary Public



STATE OF FLORIDA)
COUNTY OF Citrus

This instrument was acknowledged before me on this 13th day of December, 2010, by Michael Mannis. He is ☒ personally known to me or ☐ has produced a Florida driver's license as identification.

Lynn Cumbie
Notary Public



Acceptance of Registered Agent.

The name of the registered agent for service of process in Florida is Karen Mannis. The registered agent is Karen Mannis with an address at 91 South School Avenue, Lecanto, Florida 34461.

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, F.S.

Karen Mannis
Karen Mannis

STATE OF FLORIDA)
COUNTY OF Citrus

This instrument was acknowledged before me on this 13th day of December, 2010, by Karen Mannis. She is ☒ personally known to me or ☐ has produced a Florida driver's license as identification.

Lynn Cumbie
Notary Public



FILED
10 DEC 14 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA