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B. BOSTICK  
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EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: SPWH LLC

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:

PETER J. MUNSON, ESQUIRE

Name of Person

MUNSON VINING MIDYETTE & GEARY, LLP

Firm/Company

1611 HARDEN BOULEVARD

Address

LAKELAND, FL 33803

City/State and Zip Code

SALEM1843@HOTMAIL.COM

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

For further information concerning this matter, please call:

PETER J. MUNSON

Name of Person

at ( 863 ) 687-8320

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 OF ORGANIZATION**

**OF**

**SPWH LLC**

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

### **ARTICLE I - NAME**

The name of the limited liability company shall be **SPWH LLC**.

### **ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS**

The principal place of business and the address of the Company in Florida shall be 18430 Kuka Lane, Spring Hill, Florida 34610, and its mailing address is the same.

### **ARTICLE III - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in the ownership and management of real estate investments and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

### **ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Peter J. Munson at 1611 Harden Boulevard, Lakeland, Florida 33803.

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## **ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS**

No additional contributions of cash or property are required to be made to the Company, except as the members may otherwise unanimously agree upon as provided in the Regulations of the Company to be hereafter adopted by the Members of the Company (the "Regulations").

## **ARTICLE VI - ADDITIONAL MEMBERS**

(i) The Members may admit to the Company additional Member(s) to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members, (ii) admission of any such Additional Member(s) requires the written consent of all Members, and (iii) any Additional Members are allocated gain, loss, income or expense by the method provided in these Regulations, and if no method is specified, then as may be permitted by Section 706(d) of the Code.

## **ARTICLE VII - CONTINUATION OF BUSINESS**

On 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 the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## **ARTICLE VIII - MANAGEMENT**

The Company shall be managed by its members. The initial members and thus the managing members shall be Salem Gharsalli and Pamela M. Gharsalli, whose address is 18430 Kuka Lane, Spring Hill, Florida 34610. The Regulations shall require the vote of the Members then having a majority interest in the Company for all decisions of the Company.

The signature of a Managing Member of the Company signing on behalf of the Company or the signature of a person designated as an officer of the Company under the Regulations may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the unanimous consent of the Members.

### ARTICLE IX - OPERATING AGREEMENT

The Members of the Company shall hereafter adopt the Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company by unanimous written consent.

IN WITNESS WHEREOF, the undersigned hereby execute these articles of organization this 26 day of January, 2011.

(SEAL)

STATE OF FLORIDA  
COUNTY OF POLK



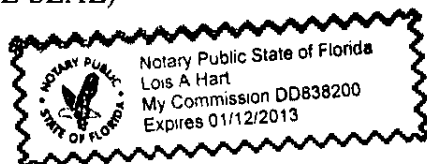
PETER J. MUNSON, as Registered Agent  
and Incorporator

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Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Peter J. Munson, who is personally known to me.

WITNESS my hand and official seal this 26<sup>th</sup> day of January, 2011, at Lakeland, Florida.

(NOTARIAL SEAL)



Notary Public  
State of Florida at Large  
My Commission Expires:

**ACCEPTANCE**

Having been named to accept service of process for SPWH LLC, at the place designated as sated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

**DATED** this 26 day of January, 2011.

  
\_\_\_\_\_  
**PETER J. MUNSON**

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