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(City/State/Zip/Phone #)

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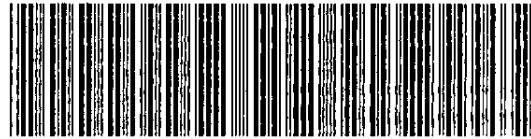
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TALLAHASSEE, FLORIDA

J. BRYAN

MAY 11 2011

EXAMINER

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LOWE WATKINS (1903-1999)  
W. WARNER McNEILLY, JR.\*  
\*RETIRED

May 6, 2011

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

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11 MAY 10 PM 2:28  
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TALLAHASSEE, FLORIDA

Re: AED Rebate Center, LLC

Dear Sir or Madam:

I enclose Articles of Organization for AED Rebate Center, LLC and a check in the amount of \$125.00 for the filing fee. Please file the Articles and return them to me in the enclosed stamped self-addressed envelope.

Thank you for your assistance.

Yours truly,



W. Warner McNeilly, III

WWMIII/sa  
Enclosures

**ARTICLES OF ORGANIZATION**

**OF**

**AED REBATE CENTER, LLC**

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**TALLAHASSEE, FLORIDA**

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a Florida limited liability company in accordance with the Florida Limited Liability Company Act Sections 608-401 et seq. (the Act).

1. Name. The name of this limited liability company (the "Company") shall be: AED REBATE CENTER, LLC.

2. Principal Office and Mailing Address. The address of the principal office and the mailing address of the Company shall be:

755 Grand Boulevard, Suite 105, Box 287  
Mirimar Beach, FL 32550

3. Registered Agent and Registered Office. The initial registered agent and the initial registered office of the Company shall be:

Greg Kohls, Jr.  
755 Grand Boulevard, Suite 105, Box 287  
Mirimar Beach, FL 32550

The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

4. Management of Business. The Company shall be a member-managed company.

5. Number of Members. At the date and time of filing of these Articles of Organization, the Company has one (1) member.

6. Beginning of Existence. The Company shall be formed and its existence shall begin upon the filing of these Articles of Organization with the Secretary of State of the State of Florida.

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7. Operating Agreement. Any Operating Agreement of the Company (the "Operating Agreement"), and any amendment thereto, must be in written form. Any instrument constituting an amendment to the Operating Agreement must specifically refer to the Operating Agreement and expressly state that the instrument is intended to amend the Operating Agreement to the extent provided in such instrument. The Operating Agreement shall be binding on all persons or entities subsequently admitted as members of the Company and on all holders of financial rights, regardless of any such members' or holders' failure or refusal to execute the Operating Agreement.

8. Transfer of Interests. The transfer of membership interests, financial rights and governance rights in the Company are subject to strict compliance with the restrictions and provisions contained in any Operating Agreement and the Act.

9. Perpetual Existence. The period of existence of the Company shall be perpetual, unless sooner terminated in accordance with the Operating Agreement or the Act.

10. Business. Subject to any restrictions contained in any Operating Agreement, the Company shall have the power and authority to carry on any business permitted by, and to have and exercise all of the powers and rights conferred by, the Act, as amended from time to time, or any successor provisions thereto.

11. Agency of Members. The agency of a member for purposes of the Company's business and the ability of a member to execute instruments on behalf of the Company or otherwise bind the Company shall be limited as provided in any Operating Agreement the Company may adopt.

12. Indemnification. The Company shall indemnify any person who has acted on behalf of the Company to the full extent provided by the Act.

13. Formation of Company. The undersigned authorized representative shall have the power to form the Company pursuant to Section 608-408 of the Act and, in that capacity, may file these Articles of Organization with the Secretary of State of the State of Florida and take such other actions as may be necessary or appropriate to organize the Company.

14. Amendment of Articles of Organization. The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated this 6th day of May, 2011.



W. Warner McNeilly, III, Authorized Representative  
214 Second Ave. North Suite 300  
Nashville, TN 37201  
615-255-2191

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