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2011 JUN 17 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Attorneys At Law

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Telephone: (561) 775-7500 Facsimile: (561) 775-7503

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LL.M. - Harvard University
LL.M. (Tax) - New York University
Florida Bar Board Certified Tax Attorney
Also admitted in Pennsylvania

CHARLES T. WEISS, ESQ.
J.D., LL.M. (Estate Planning)
University of Miami

June 14, 2011

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

Re: Big Dawg Custom Rods, LLC / New Filing

Dear Sir or Madam:

Enclosed please find the Articles of Organization of BIG DAWG CUSTOM RODS, LLC, a new Florida limited liability company, together with one (1) additional copy of same. Also enclosed is a check in the amount of \$130.00 in payment of the filing fees, including the fee for a Certificate of Status.

Please date-stamp the enclosed photocopy and return the same to the undersigned in the postage-paid, self-addressed envelope provided for this purpose.

Of course, please do not hesitate to contact us if you have any questions. Thank you.

Very truly yours,



Thomas N. Silverman

TNS/jr:Kirkland.61
Enclosures

**ARTICLES OF ORGANIZATION
OF
BIG DAWG CUSTOM RODS, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
JUN 17 PM 5:00
SECRETARY OF STATE
FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Limited Liability Company shall be BIG DAWG CUSTOM RODS, L.L.C., and its principal office shall be located at 1146 - 53rd Court, in the City of West Palm Beach, County of Palm Beach, State of Florida 33407, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for Limited Liability Companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes;
2. 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 set forth in these Articles to the same extent as a natural person might or could do;
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired;
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts;
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the

property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit; and

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a Limited Liability Company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All Limited Liability Company powers shall be exercised by or under the authority and the business and affairs of this Limited Liability Company shall be managed under the direction of the members of this Limited Liability Company. This Article may be amended from time to time in the regulations of the Limited Liability Company by a unanimous vote of the members of the Limited Liability Company.

ARTICLE IV MANAGEMENT

This Limited Liability Company shall be managed by one (1) manager.

The name and address of the person who shall serve until the first annual meeting of members or until a successor is elected and qualified are as follows:

Name of Manager	Mailing Address
BARBARA A. KIRKLAND	1146 - 53rd Court West Palm Beach, Florida 33407

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may

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not be sold or otherwise transferred except with unanimous written consent of all of the members. 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 VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Ten and No/100 Dollars (\$10.00) cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. 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 an equal distributive share of the profits as follows:

WILLIAM C. KIRKLAND and BARBARA A. KIRKLAND, as Co-Trustees of
the BRETT C. KIRKLAND IRREVOCABLE TRUST dated June 2, 2011 50%

BARBARA A. KIRKLAND 50%

The distributive share of the profits shall be determined and paid to the member(s) each year on the anniversary date of the commencement of business of the Limited Liability Company, the month and day of the commencement date being April 1.

(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 these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII DURATION

This limited liability company shall exist until March 31, 2036, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, County of Palm Beach, State of Florida, 33410, and the name of the company's initial registered agent at that address is THOMAS N. SILVERMAN, ESQUIRE.

The undersigned, being the original members of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of BIG DAWG CUSTOM RODS, L.L.C.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 2nd day of June, 2011.

Signed, Sealed and Delivered
in the presence of:

Betty J. Wilson

William C. Kirkland
WILLIAM C. KIRKLAND, as Co-Trustee
of the BRETT C. KIRKLAND IRREVOCABLE TRUST dated
June 2, 2011, ~~March 28, 2011~~ Member

Dated: June 2, 2011

Sandra DuFault
Witnesses

Sandra DuFault

Barbara A. Kirkland
BARBARA A. KIRKLAND, as Co-Trustee
of the BRETT C. KIRKLAND IRREVOCABLE TRUST dated
June 2, 2011, Member

Dated: June 2, 2011

Betty J. Wilson
Witnesses

Signed, Sealed and Delivered
in the presence of:

Sandra DuFault

Barbara A. Kirkland
BARBARA A. KIRKLAND,
Member/Manager

Dated: June 2, 2011

Betty J. Wilson
Witnesses

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SECRETARY OF THE STATE
BETHLEHEM, PA

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.

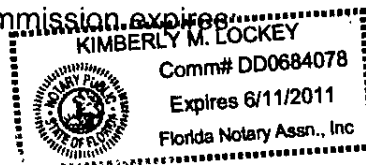
The foregoing instrument was acknowledged before me by WILLIAM C. KIRKLAND, as Co-Trustee of the BRETT C. KIRKLAND IRREVOCABLE TRUST dated June 2, 2011 (Personally known to me OR who produced _____ as identification).

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of June, 2011.

(SEAL)

Kimberly M. Locky
Notary Public State of Florida, at Large

My commission expires:



STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.

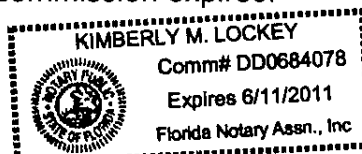
The foregoing instrument was acknowledged before me by BARBARA A. KIRKLAND, as Co-Trustee of the BRETT C. KIRKLAND IRREVOCABLE TRUST dated June 2, 2011 (Personally known to me OR who produced _____ as identification).

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of June, 2011.

(SEAL)

Kimberly M. Locky
Notary Public State of Florida, at Large

My commission expires:



STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.

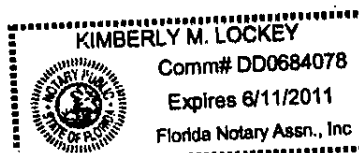
The foregoing instrument was acknowledged before me by BARBARA A. KIRKLAND (Personally known to me OR who produced _____ as identification).

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of June, 2011.

(SEAL)

Kimberly M. Locky
Notary Public State of Florida, at Large

My commission expires:



COUNTY OF PALM BEACH

) SS.

Pursuant to the provisions of Sections of the Florida Limited Liability Company Act, the Limited Liability Company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the Limited Liability Company is BIG DAWG CUSTOM RODS, L.L.C.

The name of the registered agent for BIG DAWG CUSTOM RODS, L.L.C. is THOMAS N. SILVERMAN, ESQ. and the street address of the company's principal office where the agent is located is 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, FL 33410.

This statement is to acknowledge that, as indicated above, BIG DAWG CUSTOM RODS, L.L.C., has appointed me, THOMAS N. SILVERMAN, ESQ., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 JUNE 14, 2011.

THOMAS N. SILVERMAN, ESQ.
Registered Agent

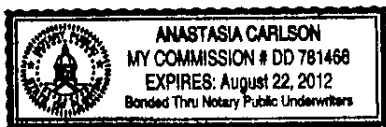
The foregoing instrument was acknowledged before by THOMAS N. SILVERMAN, ESQ., (who is personally known to me or has produced _____ as identification, as agent on behalf of BIG DAWG CUSTOM RODS, L.L.C., a Limited Liability Company.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of June, 2011.

(SEAL)

Notary Public State of Florida, at Large

My commission expires: 8/22/2012



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TALLAHASSEE, FLORIDA
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