

L11000084560

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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Special Instructions to Filing Officer:

111-36904
A. LUNT

JUL 22 2011

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 13, 2011

BUCKMAN & BUCKMAN, P.A.
3333 CLARK ROAD SUITE 190
SARASOTA, FL 34231

SUBJECT: 6208 MIDNIGHT PASS ROAD LLC
Ref. Number: W11000036904

We have received your document for 6208 MIDNIGHT PASS ROAD LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 811A00016625

July 8, 2011



Amiee R. Buckman, Esq.
Y. Drake Buckman, II, Esq.

Personal Injury • Civil Rights • Estate Planning

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed, please find the following, for filing:

1. Original signed Articles of Organization and Cover Letter for 6208 Midnight Pass Road LLC;
2. A check made payable to the Florida Department of State for 130.00, to cover the cost of registration and a certificate of status;
3. A preaddressed, stamped return envelope for the certificate to be returned to my firm.

Please do not hesitate to contact me if you should require anything further.

Sincerely,

A handwritten signature in black ink, appearing to be "Y. Drake Buckman, II, Esq.", written over a horizontal line.

Y. Drake Buckman, II, Esq.

Encl.



Amiee R. Buckman, Esq.
Y. Drake Buckman, II, Esq.

Personal Injury • Civil Rights • Estate Planning

July 16, 2011

Agnes Lunt
Regulatory Specialist II
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Letter Number 811A00016625

Ms. Lunt:

Pursuant to your request, I have enclosed the complete original articles of organization, including the signed acceptance of registered agent that was missing originally, as you requested.

I have also enclosed a copy of the letter you sent. If you require anything further, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Y. Drake Buckman, II, Esq.", is written over a horizontal line.

Y. Drake Buckman, II, Esq.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 6208 Midnight Pass Road 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:

Y. DRAKE BUCKMAN, II

Name of Person

BUCKMAN & BUCKMAN, P.A.

Firm/Company

3333 CLARK ROAD SUITE 190

Address

SARASOTA, FL 34231

City/State and Zip Code

attorney@buckmanandbuckman.com

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Y. Drake Buckman, II

Name of Person

at (941) 923-7700

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

ARTICLES OF ORGANIZATION OF 6208 MIDNIGHT PASS ROAD LLC

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 laws of Florida.

Article I: Name of Limited Liability Company

The name of the limited liability company is **6208 Midnight Pass Road LLC**.

Article II: Principal Place of Business

The address of the company's principal place of business in this state is **6208 Midnight Pass Road, Building 5-105, Sarasota, FL 34242**.

Article III: Registered Agent

3.1 *Name and Status of Registered Agent*

The name of the registered agent for service of process in Florida is Y. Drake Buckman, II, Esquire. The registered agent is a Florida resident.

3.2 *Address of Registered Agent*

The address of the registered agent for service of process is 3333 Clark Road, Suite 190, Sarasota, FL 34231.

Article IV: State Government as Registered Agent

The Secretary of State is hereby appointed the agent of **6208 Midnight Pass Road 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 to which the Secretary of State shall mail a copy of any process against **6208 Midnight Pass Road LLC** is **6208 Midnight Pass Road, Building 5-105, Sarasota, FL 34242**.

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TALLAHASSEE, FLORIDA

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Article V: Name and Address of Each Organizer

The name and business address of each organizer is:

Name	Address
MICHAEL RICHARD STANZIONE	3120 NAAMANS ROAD APT. L-13 WILMINGTON, DE 19810
NICOLE MARIE STANZIONE- THOMAS	58 FREEDOM TERRACE EASTON, PA 18045

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Article VI: Perpetual Duration

The period of duration of **6208 Midnight Pass Road, Building 5-105, Sarasota, FL 34242** is perpetual.

Article VII: Form of Management

The management of **6208 Midnight Pass Road LLC** shall be vested in the members. The names and street addresses of the members are:

Name	Address
MICHAEL RICHARD STANZIONE	3120 NAAMANS ROAD APT. L-13 WILMINGTON, DE 19810
NICOLE MARIE STANZIONE- THOMAS	58 FREEDOM TERRACE EASTON, PA 18045

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:

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TALLAHASSEE, FLORIDA

- (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 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

6208 Midnight Pass Road LLC has been formed 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 **6208 Midnight Pass Road LLC**, the remaining members have the right under the operating agreement to continue the business of **6208 Midnight Pass Road LLC**.

Article X: Tax Treatment

6208 Midnight Pass Road 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 **6208 Midnight Pass Road LLC** may be evidenced by a certificate of membership interest signed by a member, which may be assigned or transferred. The right to assign or transfer a member's interest in **6208 Midnight Pass Road 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.

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TALLAHASSEE, FLORIDA

ARTICLE XIII – Acceptance of Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Y. DRAKE BUCKMAN, II, ESQ.
3333 CLARK ROAD
SUITE 190
SARASOTA, FL 34231

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TALLAHASSEE, FLORIDA

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..


Y. DRAKE BUCKMAN, II, ESQUIRE
Registered Agent's Signature


Executed by the undersigned organizers on July 5, 2011.

ORGANIZERS:

By: 
MICHAEL RICHARD STANZIONE

STATE OF New Jersey)
COUNTY OF Ocean)

This instrument was acknowledged before me on this 5th day of July
2011, by MICHAEL RICHARD STANZIONE.


Notary Public

My Commission Expires: 1/25/16
CARMELA C. DISPOTO
A Notary Public of New Jersey
My Commission Expires 1/25/16

By: 
NICOLE MARIE STANZIONE-THOMAS

STATE OF New Jersey)
COUNTY OF Ocean)

This instrument was acknowledged before me on this 5th day of July
2011, by NICOLE MARIE STANZIONE-THOMAS.


Notary Public

My Commission Expires: 1/25/16
CARMELA C. DISPOTO
A Notary Public of New Jersey
My Commission Expires 1/25/16

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