

Division of Corporations

Page 1 of 1

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Division of Corporations
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AMENDED AND RESTATED ARTICLES OF ORGANIZATION
For a Domestic Limited Liability Company

*Pursuant to the laws of the State of Florida, to wit Chapter 605, Florida Statutes, the undersigned executes the following articles for purposes of amending and restating all articles now existing for the limited liability company described in Article I, below, (the "**Company**").*

ARTICLE I

The name of the limited liability company is
Powerhouse Nutrition, LLC
Florida Secretary of State Document Number
L11000126609

ARTICLE II

The principal office will be located at
893 Vanderbilt Beach Rd.
Naples, FL 34108

The mailing address is
893 Vanderbilt Beach Rd.
Naples, FL 34108

ARTICLE III

The initial registered agent is
RT Corporate Services LLC, a Florida
limited liability company

Service of process may be made on the
registered agent at
Islander Center
2407 Periwinkle Way, Suite 6
Sanibel, Florida 33957

ARTICLE IV

The **Company** may engage in any activity
permitted by the *Florida Revised Limited
Liability Act*, as well as the other laws of the
State of Florida, subject always to limitations
of all other jurisdictions in which the
Company acts when acting within those
jurisdictions.

ARTICLE V

This article controls all contradictory
provisions of the other articles, if any. The
Company may adopt an operating agreement
that conforms to these articles by unanimous
consent of the **Company's** members at the
time of adoption ("**Operating Agreement**").
The **Operating Agreement** may not
contravene any of these articles. Each
Operating Agreement section, subsection or
paragraph that cannot reasonably be
construed to conform to these articles is
stricken as if it had never been adopted into
the **Operating Agreement** so that the
Operating Agreement does not contravene
these articles. The **Operating Agreement**
may address matters these articles do not
specifically preclude, and the members may
amend the **Operating Agreement** according
to the **Operating Agreement's** terms.

No reference in these articles to the
members' rights to incorporate or provide for
certain rights, duties, preferences,
limitations, conditions, elections or other
clauses in the **Operating Agreement** (by
phrases like "as otherwise provided in the
Operating Agreement", "as expressed in the
Operating Agreement", or "in accordance
with the **Operating Agreement**") allows any
of those clauses or the *Florida Revised Limited
Liability Company Act* ("**Governing
Documents**") refers to the *Florida Revised
Limited Liability Company Act*, these articles,
and the **Operating Agreement**, collectively).

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ARTICLE VI

Upon the majority vote, or written, affirmative consent, of all of the Company's members, the members will appoint at least 1, but no more than 2, corporeal persons to direct the Company's activities in accordance with the **Governing Documents** (each a "**Manager**"). The Company's members may remove any **Manager** at any time in accordance with the **Governing Documents**. The Company's members may be (or may become) **Manager's** (and vice versa). No **Manager** has any rights other than those expressly stated in (or allowed by) the **Governing Documents**, unless a particular **Manager** is also a member or also holds another office related to the Company, but those rights or preferences only relate to the **Manager** strictly in those capacities.

ARTICLE VII

The Company's membership interests may be limited in that all membership interests, including every right in or to the membership interests, may be subject to the Company's or the members' rights of first refusal if expressed in the **Governing Documents**.

Pursuant to any offering the Company makes, each member will have preemptive rights to purchase membership interests in cash pro rata based on the member's membership interest in proportion to the collective membership interests of all the members prior to the offering, except when admitting new members by unanimous vote.

Members may not separately alienate rights contained within membership interests, except as expressed in the **Operating Agreement**.

The members, by a unanimous vote, may include mandatory cash call provisions in the **Operating Agreement**.

The membership interests will have no other

limitations other than those specifically mandated by the *Florida Revised Limited Liability Company Act* or as expressed in these articles or the **Operating Agreement**.

ARTICLE VIII

The members may, by a majority vote, compel the Company to make distributions of specified amounts and property, and at specified times.

No member may receive capital contributions, distributions, or any other thing of value in the Company's care, custody or control for any reason, whether or not originally belonging to, or in the possession of, that member, except as expressed in these articles or the **Operating Agreement**.

ARTICLE IX

The Company will exist in perpetuity unless dissolved pursuant to the *Florida Revised Limited Liability Company Act* or as expressed in the **Operating Agreement**.

ARTICLE X

The Company will clearly stamp all documents evidencing the Company's membership interests with legends indicating that the membership interests are issued subject to certain restrictions on transferability as stated in these articles or the **Operating Agreement**, in reliance upon the existence of certain exemptions from federal and state securities laws, and with other rights, limitations, preferences and elections as expressed in these articles or the **Operating Agreement**.

ARTICLE XI

The Company's members may admit additional members to the Company upon the written consent of the members representing a majority of the Company's membership interests.

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ARTICLE XII

The Company's members may amend, supersede or repeal these articles, but only upon the unanimous vote, or written, affirmative consent, of all of the members, except that members may amend, supersede or repeal Article II or Article III upon the majority vote, or written, affirmative consent, of all of the members. The Company's managers may not amend, supersede or repeal any of these articles.

ARTICLE XIII

Upon filing these articles with the Florida Department of State, Division of Corporations, all articles predating these 13 articles incorporated into this document entitled "Amended and Restated Articles of Organization For a Domestic Limited Liability Company" are repealed and superseded in their entireties and have no further application or effect, except as required under the *Florida Revised Limited Liability Company Act* or these 13 articles.

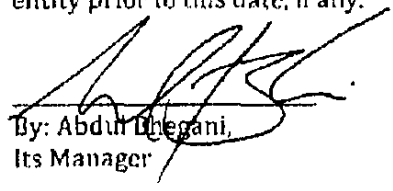
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ACKNOWLEDGMENT

Except to the extent I have done so in writing and with knowledge, I, the **Company's** authorized representative, executes these articles on this 25 day of September 2014 without personally assuming or ratifying any contracts or promises made on the **Company's** behalf by any person or entity prior to this date, if any.


By: Abdul Hegani,
Its Manager

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF
Powerhouse Nutrition, LLC**

The undersigned hereby accepts the appointment as registered agent as designated in the attached articles. The undersigned is familiar with and accepts the obligations mandated by *Chapter 605, Florida Statutes* that are associated with the appointment.

RT Corporate Services LLC
a Florida limited liability company

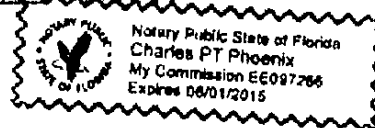
By: Deborah A. Miller
Deborah A. Miller, its Manager
21 September 2014

State of Florida)
)
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Deborah A Miller, Manager of RT Corporate Services LLC, on behalf of RT Corporate Services LLC, and she is known to me to be the person who executed this Acceptance of Appointment as Registered Agent.

Witness my hand and official seal this 21 day of September 2014.

Notary: Charles PT Phoenix



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Powerhouse Nutrition, LLC

The initial **Managers** of the limited liability company named above are:

ABDUL BHEGANI
ANGELA MILLS

In accordance with the *Florida Revised Limited Liability Company Act*, the limited liability company's articles of organization, and the limited liability company's operating agreement, these initial **Managers** may be removed from office and other persons may be appointed as **Managers**.

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