12/21/2011 18:59

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GATLIN & BIRCH PA

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Division of Corporations **Electronic Filing Cover Sheet**

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FLORIDA LIMITED LIABILITY CO.

MSS Ventures, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

C. LEWIS

DEC 2 7 2011

EXAMINER

Please note that the LLC is to be effective 12/21/11

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ARTICLES OF ORGANIZATION OF MSS VENTURES, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do(es) hereby provide and set forth the following:

Articles

- 1. <u>Name</u>. The name of the limited liability company is <u>MSS Ventures, LLC</u> (hereinafter referred to as the "Company").
- 2. <u>Commencement and Duration</u>. The Company shall commence on the date of execution of these Articles of Organization by the undersigned. Unless earlier terminated under the Act or pursuant to the Operating Agreement, the period of duration of the Company shall be perpetual.
- 3. <u>Purpose</u>. The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
- 4. <u>Mailing Address and Principal Office</u>. The initial malling address for the Company is <u>P.O. Box 23</u>, <u>San Antonio</u>, <u>FL 33576</u>, and the street address of the principal office of the Company is <u>12117 Curley St.</u>, <u>San Antonio</u>, <u>FL 33576</u>. These addresses may be changed from time to time as provided in the Operating Agreement.
- 5. Registered Agent. The initial registered agent in Florida for the Company is Marlene Summer and the initial registered office is located at 12117 Curley St., San Antonio, FL 33576
- 6. Members. The Company may have one (1) or more Members, but shall always have at least one (1) Member. The Company may admit additional Members as provided in these Articles of Organization and the Operating Agreement adopted by the Members. All Members shall be subject to the terms and provisions of these Articles of Organization and the Operating Agreement adopted by this Company. The names and addresses of the initial Member(s) of the Company are as follows:

Marlene Sumner 12117 Curley St. San Antonio, FL 33576

- 7. <u>Management by Manager(s)</u>. This shall be a <u>manager-managed</u> Company, and the management and control of the business and affairs of the Company shall be vested in one or more Manager(s) in accordance with these Articles of Organization, F.S. Section 608.422 of the Act, and the Operating Agreement adopted by this Company.
- 8. <u>Manager(s)</u>. The Manager(s) shall be designated, appointed, elected, removed, or replaced in accordance with the terms of the Operating Agreement and Florida law. A Manager must be a natural person who is eighteen (18) years of age or older, must be a resident of Florida, but need not be a Member of this Company.

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The number of Manager(s) constituting the initial management of this Company shall be one (1). The number of Managers shall be fixed by the Operating Agreement of this Company and EE, FLORIDA may be changed from time to time, but shall never be less than one (1). The nameland address of each person who is to serve as an initial Manager of this Company is/are as follows:

NAME:

ADDRESS:

Marlene Sumner

12117 Curley St., San Antonio, FL 33576

The initial Manager(s) shall serve until the earlier of the election and qualification of their successor(s), or their removal, death or resignation.

- 9. <u>Manager Voting and Quorum</u>. Unless otherwise required by Florida law, a majority of the Manager(s) shall constitute a quorum of the Manager(s) for the transaction of business. The affirmative vote of a majority of the Manager(s) present at a meeting at which a quorum is present is required to constitute any act or decision of the Manager(s).
- 10. <u>Amendments to These Articles of Organization</u>. These Articles of Organization may only be amended or modified with the vote, or written consent without a meeting, of all of the Members.

Executed at _____, Florida, on this 2/st day of Occuse, 2011.

Member:

Marlene Summar

REGISTERED AGENT ACCEPTANCE

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, Florida Statutes.

Mariene Sumner - Registered Agent

G:\My Documents\Dean\Sumner, Martene\LLC-Articles (Manager Managed - No Officers).wpd