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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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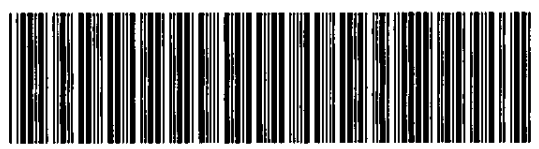
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Effective Date 1-1-2012

01/05/12--01007--009 \*\*125.00

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2012 JAN -5 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. SAULSBERRY  
EXAMINER

JAN 11 2012



Gibbs Law Office, PLLC

January 3, 2012

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

**RE:** Filing of Articles of Organization, WATERBILLY WEAR LLC

Dear Sir/Madam:

The enclosed Articles of Organization and appropriate fee(s) are submitted for filing. An extra copy of the Articles is enclosed. Please date stamp it and return it to the following:

**GIBBS LAW OFFICE, PLLC**  
5237 SUMMERLIN COMMONS BLVD.  
Fort Myers, FL 33907  
Ph. 239-415-7495  
Fx. 239-275-2137  
[info@gibbslawFL.com](mailto:info@gibbslawFL.com)  
[www.gibbslawFL.com](http://www.gibbslawFL.com)

For further information concerning this matter, please call Steven J. Gibbs, Esq. at (239) 415-7495.

Enclosed is check for the following amount: \$125.00.

Sincerely,

Steven J. Gibbs, Esq.

Encl.

Ph. (239) 415-7495  
Fx. (239) 275-2137

5237 Summerlin Commons Blvd  
[www.gibbslawFL.com](http://www.gibbslawFL.com)

Fort Myers, FL 33907  
[info@gibbslawFL.com](mailto:info@gibbslawFL.com)

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ARTICLES OF ORGANIZATION  
WATERBILLY WEAR LLC  
A LIMITED LIABILITY COMPANY  
(Pursuant to Chapter 608, Florida Statutes)

1. NAME: The name of the limited liability company is Waterbilly Wear LLC, referred to hereafter as the "Company."
2. PURPOSE: The purpose of this manager managed limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida. Initially, the business and purpose of the Company shall be to hold the trademark/s and market various clothing lines including the line of clothing to be identified as Waterbilly Wear.
3. ADDRESS OF PRINCIPAL OFFICE: The street address of the principal office of the Company is:

2306 SE 8<sup>th</sup> Place, Cape Coral, Florida 33990

4. MAILING ADDRESS: The mailing address of the Company is:

2306 SE 8<sup>th</sup> Place, Cape Coral, Florida 33990

5. MANAGEMENT: The Company is to be managed by one or more members and is, therefore, a member managed company. Pursuant to Fla. Stat. Sec. 608.4235, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability solely by virtue of being a member. The name and address of each manager and member is:

2306 SE 8<sup>th</sup> Place, Cape Coral, Florida 33990

6. CONTINUATION OF LIMITED LIABILITY COMPANY: So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued relationship of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

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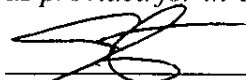
7. INDEMNIFICATION: (A) The Company shall indemnify any person or entity who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for action taken in the capacity of such person as director or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by on or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. (B) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by, on, or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

8. REGISTERED AGENT, REGISTERED OFFICE, AND REGISTERED AGENT'S SIGNATURE: The name and the Florida street address of the registered agent is:

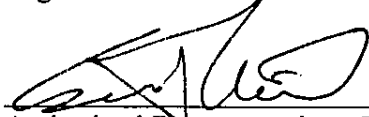
Steven J. Gibbs, Esq.  
Gibbs Law Office, PLLC  
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Fort Myers, FL 33907

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*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 provision 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.*

  
\_\_\_\_\_  
Steven J. Gibbs

9. DURATION AND EXISTENCE; EFFECTIVE DATE: The Company will exist perpetually, commencing on the latest to occur of January 1, 2012, or the date of Filing these Articles of Organization with the State of Florida.



Authorized Representative: Eric Thesier, Manager

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

STATE OF Florida    )  
                                  )ss.  
COUNTY OF Lee     )

On this January 3, 2012, before me, Anita L. Perch, a notary public, qualified for said county, personally came Eric Thesier, as Authorized Representative, who provided a driver's license and was shown to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed.

  
Notary Public

NOTARY PUBLIC-STATE OF FLORIDA  
Anita L. Perch  
Commission #DD998270  
Expires: JUNE 07, 2014  
BONDED THRU ATLANTIC BONDING CO., INC.

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