

L12000026075

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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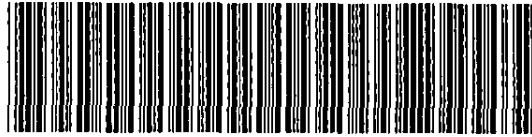
(Business Entity Name)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. G. G. FEB 23 2012

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: Kim Weidenbach  
DATE: 02/22/12  
REF. #: 000447.162019  
CORP. NAME: SIMPLY CUPCAKES LLC

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 543395 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF**

**SIMPLY CUPCAKES, LLC**

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The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the Company shall be: **Simply Cupcakes, LLC.**

**ARTICLE II  
ADDRESS AND PLACE OF BUSINESS**

The address of the principal office and the mailing address of this Company shall be:

**Principal Office**

300 Tamiami Trail, N.  
Naples, FL 34102

**Mailing Address**

300 Tamiami Trail, N.  
Naples, FL 34102

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV  
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE V  
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the managers and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction

of the managers. The members may appoint one or more managers and grant them such authority as specifically provided by statute or by the Operating Agreement. The initial manager shall be **ANTHONY D. CIFELLI**.

#### **ARTICLE VI RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

#### **ARTICLE VII RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

#### **ARTICLE VIII OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.


#### **ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is **515 East Park Avenue, Tallahassee, FL 32301** and the name of the initial registered agent is **NRAI Services, Inc.** The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.415, Florida Statutes.

**ARTICLE X  
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of **Simply Cupcakes, LLC**. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned authorized representative has executed these Articles of Organization this 21<sup>st</sup> day of February, 2012.


  
\_\_\_\_\_  
Anthony D. Cifelli, Authorized Representative

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of **Simply Cupcakes, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations set forth in Section 608.415, Florida Statutes.

**EXECUTED** this 22nd day of February, 2012.

**NRAI SERVICES, INC.**

By:   
\_\_\_\_\_  
Name: Michele Holden  
Its: Assistant Secretary  
\_\_\_\_\_

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