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J. BRYAN

MAR 12 2012

EXAMINER

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SGYP HOLDINGS, LLC

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03/09/12

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
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\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

# **ARTICLES OF ORGANIZATION**

**OF**

## **SGYP HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization:

### **ARTICLE I**

#### **NAME**

The name of this Limited Liability Company shall be,  
**SGYP HOLDINGS, LLC**

### **ARTICLE II**

#### **ADDRESS**

The mailing address and street address of the principal office of the Company shall be  
**2295 S. HIAWASSEE RD # 208, ORLANDO, FL 32835**

### **ARTICLE III**

#### **PERIOD OF DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in the Articles of Organization or adopted by members.

### **ARTICLE IV**

#### **REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial registered office of the Company is **682 MAITLAND AVE., ALTAMONTE SPRINGS, FL 32701** and the name of the initial registered agent at such address is **JITEN PATEL**.

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**ARTICLE V**

**PROFIT & LOSSES**

1) **SHARING OF PROFITS:** The members shall be entitled to the net profits arising from the operation of limited liability business that remains after the payment of the expenses of operating the business of the limited liability company. Each member shall be entitled to their distributive share of the profits according to their percent of interest in the company.

2) **SHARING OF LOSSES:** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or if such sources are insufficient to cover such losses, by the members in shares as set forth in the percentages alongside the name of each member according to their percent of interest in the company.

**ARTICLES VI**

**CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company as mutually agreed by the members or as provided in the Regulations.

Each member shall make additional capital contributions to the Company only on the unanimous consent of all members or as provided in the Regulations.

**ARTICLE VII**

**ADMISSION OF NEW MEMBERS**

Except as set forth in the Regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members.

A member may transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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## **ARTICLE VIII**

### **MEMBER'S RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved on the death, bankruptcy or dissolution of a member, manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided that it has at least one remaining member.

## **ARTICLE IX**

### **AMENDMENT OF ARTICLES OF ORGANIZATION**

The limited liability company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

## **ARTICLE X**

### **MANAGEMENT**

The Company shall be managed by the members in accordance with Regulations adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the managing members of the Company are:

| <b><u>NAME</u></b>                 | <b><u>ADDRESS</u></b>                                  |
|------------------------------------|--------------------------------------------------------|
| <b>YATINKUMAR PATEL<br/>MEMBER</b> | <b>2295 S. HIAWASSEE RD #208<br/>ORLANDO, FL 32835</b> |
| <b>SKIP GIBSON<br/>MEMBER</b>      | <b>6336 BUFORD ST # 204<br/>ORLANDO, FL 32835</b>      |

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed to these Articles of Organization at Seminole County, Florida on this 8<sup>th</sup> day of March, 2012.

  
\_\_\_\_\_  
JITEN PATEL

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing Articles of Organization were acknowledged before me this 8<sup>th</sup> day of March, 2012 by **JITEN PATEL** who have produced driver's licenses as identification or who are personally known to me.

  
\_\_\_\_\_  
Notary Public



KYONG WALLACE  
MY COMMISSION # DD 982876  
EXPIRES: April 23, 2014  
Bonded Thru Budget Notary Services

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE OF  
SYGP HOLDINGS, LLC**

Under the provisions of F.S. 608.415 or 608.507, SGYP HOLDINGS, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **SGYP HOLDINGS, LLC**
2. The name and street address of the registered agent in Florida is:

**JITEN PATEL  
682 MAITLAND AVE  
ALTAMONTE SPRING, FL 32701**

The undersigned, being the person named in the Articles of Organization of **SGYP HOLDINGS, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in this Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

**Date: March 8, 2012**

  
\_\_\_\_\_  
**JITEN PATEL**  
**Registered Agent**

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