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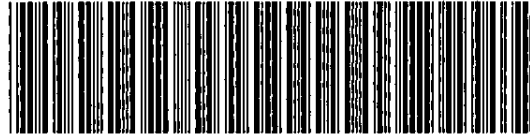
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
MAY 10 2012
EXAMINER

KIMBROUGH & KOACH, LLP

Attorneys at Law

ROBERT A. KIMBROUGH
KRAIGH. KOACH

727 S. ORANGE AVENUE
SARASOTA, FLORIDA 34236-7741

431 PALM AVENUE
P.O. Box 28
BOCA GRANDE, FLORIDA 33921

TELEPHONE
(941) 951-1234

FAX
(941) 952-1530

E-MAIL
rak@kimbroughkoach.com
khk@kimbroughkoach.com

BOCA
PHONE/FAX (941) 964-0027

PLEASE REPLY TO:
SARASOTA

May 4, 2012

Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Carrier Bros., LLC

Ladies and Gentlemen:

Please accept for approval and filing the enclosed Articles of Organization of the above named new Florida limited liability company.

In addition, enclosed is an acceptance of the resident agent designated in the Articles of Organization.

We request the approval and filing of the Articles of Organization, the preparation and transmittal to me of a certified copy of the Articles of Organization.


Enclosed is my check in the amount of \$155.00 representing \$100.00 filing fee, \$25.00 designation and acceptance of resident agent fee, and \$30.00 for certified copy.

Thank you for your attention to this matter.

Very truly yours,

KIMBROUGH & KOACH, LLP

Robert A. Kimbrough



RAK/cp
Enclosures

**ARTICLES OF ORGANIZATION of
CARRIER BROS., LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certifies that he has associated with the other persons named herein together for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Carrier Bros., LLC, and its principal office shall be located at 1280 Dolphin Bay Way #202, Sarasota, Florida 34242, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, the company powers shall include the following:

1. To engage in the acquisition, management, leasing, sale and purchase of real property.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do specifically including, but not limited to, the purchase, sale, leasing and mortgaging of real property and personal property.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulation of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Executive management of this limited liability company is vested in the member, Robert C. Carrier, who shall serve as managing member of the company indefinitely and until another managing member is designated by a majority vote of all of the members.

The names and addresses of all of the initial four members of the company are as follows:

Richard W. Carrier
1400 N. Lakeshore Drive, Apt. 22P
Chicago, IL 60610

James W. Carrier
5 Sachem Road
Greenwich, CT 06830

Charles F. Carrier
212 Liberty Hill Road
Bedford, NH 03110

Robert C. Carrier
4966 Sundance Square
Boulder, CO 80301

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. Should a member desire to sell his interest in the company and withdraw, the remaining members shall have and are hereby granted first right of refusal to purchase the interest. A member shall not have any right to grant a security interest lien or otherwise a pledge or hypothecate his interest in the company without unanimous written consent by all members.

Any transfer, voluntary or involuntary, of a members interest in the company other than with unanimous written consent of all members will not result in the transferee becoming a member of this limited liability company, will not result in the transferee acquiring any rights to vote as a member of the company, nor to participate in any distribution of profits or capital.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the aggregate amount of One Thousand Dollars (\$1,000.00) cash shall be paid to the limited liability company by or on behalf of the four members. Additional contributions will be made as required for investment or capital purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares unless otherwise agreed by written agreement.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distribution of the profits unless otherwise agreed by written agreement. The distributive share of the profits shall be determined and paid to the members at least annually.

(b) 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 these sources are insufficient to cover such losses, by the members in equal shares or as otherwise agreed for distribution of profits.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1280 Dolphin Bay Way #202, Sarasota, Florida 34242, and the name of the company's initial registered agent at that address is Charles L. Carrier.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Carrier Bros., LLC.

Executed by the undersigned at Boulder, CO 80301, April 17, 2012.


Robert C. Carrier

FILED
12 MAY -8 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

12 MAY -8 AM 11:05

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

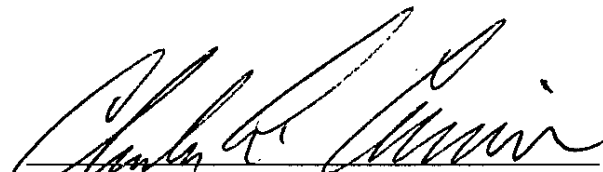
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Carrier Bros., LLC.

The name of the registered agent for Carrier Bros, LLC is Charles L. Carrier and the street address of the company's principal office where the agent is located is 1280 Dolphin Bay Way #202, Sarasota, Florida 34242.

This statement is to acknowledge that, as indicated above, Robert W. Carrier has appointed me, Charles L. Carrier, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: 01 MAY 2012, 2012.


Charles L. Carrier, registered agent

STATE OF NEW YORK
COUNTY OF

The foregoing instrument was acknowledged before me this 01 day of MAY, 2012, by Charles L. Carrier, agent on behalf of Carrier Bros., LLC, a limited liability company.


Notary Public - State of New York

Personally Known ☒ OR Produced Identification ☐ Type
of Identification Produced

Rachel Lutz Jessup
Notary Public, State of New York
Qualified in Onsego County
Registration # 01JE6088091
Commission expires March 3, 2015