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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K. SALY  
EXAMINER  
MAY 24 2012

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: PROMAX ENTERPRISES LLC**  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**MICHAEL A. PARISI**

Name of Person

**PROMAX ENTERPRISES LLC**

Firm/Company

**5055 S DALE MABRY HIGHWAY #637**

Address

**TAMPA, FL 33611**

City/State and Zip Code

**PROMAXTAMPA@GMAIL.COM**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**KEN HODGES**

Name of Person

at ( **813** ) **966-8525**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**

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

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION  
OF  
PROMAX ENTERPRISES LLC**

FILED  
12 MAY 23 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 – NAME**

The name of the limited liability company shall be **PROMAX ENTERPRISES LLC**

**ARTICLE 2 – ADDRESS**

The Principle place of business of the Company in Florida shall be 5055 S Dale Mabry Hwy #637, Tampa, FL 33611 and the mailing address shall be the same.

**ARTICLE 3 – EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 – DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 – PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in any and all lawful business deemed appropriate to execute the company's objectives and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida.

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#### **ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this Company is 5055 S Dale Mabry Highway #637 Tampa, FL 33611. The name and address of the registered agent of this Company is Ken Hodges, 70 Davis Blvd #10, Tampa, FL 33606

#### **ARTICLE 7 – ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). 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 the other member(s) of the Company other than the member proposing to dispose of his or her interest approval of the proposed transfer by unanimous written consent.

#### **ARTICLE 8 – TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 there are at least one remaining member.

## **ARTICLE 9 – MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with the regulations adopted by the member(s) 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 of these Articles of Organization. The name(s) of all such manager(s) who is/are to serve as manager(s) is/are:

Managing Member: Michael A. Parisi

Secretary: Michael A. Parisi

Treasurer: Michael A. Parisi

whose mailing addresses shall be the same as the principle offices of the Company.

## **ARTICLE 10 – INDEMNIFICATION**

The Company shall indemnify managers and/or members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in continuance with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination in the manager required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standards of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, partner, trustee, employee or agent of another foreign or domestic company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company may also pay for or reimburse the reasonable attorney fees or expenses incurred by a member, manager, employee or agent of the company who is a party to a proceeding in advance of final disposition of the proceeding. The Company may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a manger, member, employee or agent of the Company, whether or not the company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right related to indemnification or advance of attorney fees or expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorney fees or expenses shall be held individual as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee", "agent", shall include the heirs, estates, executors, and administrators and personal representatives.

**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Tampa, Florida, for the foregoing uses and purposes, this 8<sup>th</sup> day of May 2012

Ken Hodges

Ken Hodges, Authorized Representative of  
the Members

**ACCDEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
ORGANIZATION**

Ken Hodges, having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4 155, Florida Statutes and other applicable Florida Statutes

BY Ken Hodges

Ken Hodges, Registered Agent