

05/10/2012

9:12 Driver,

DIVISION Corporation

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations
Fax Number : (850) 617-6383

MAY 25 2012

From:

Account Name : DRIVER, MCAFEE, PEEK & HAWTHORNE, P.L.
Account Number : I20020000137
Phone : (904) 301-1269
Fax Number : (904) 301-1279

L. SELLERS

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address:

jll@northfloridalaw.com

FLORIDA LIMITED LIABILITY CO.

The StarLight Project, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
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12 MAY 10 AM 10:38

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TALLAHASSEE, FLORIDA

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12 MAY 24 PM 2:18

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Electronic Filing Menu

Corporate Filing Menu

Help

May 11, 2012

DRIVER, MCAFEE, PEEK & HAWTHORNE PL

SUBJECT: THE STARLIGHT PROJECT, LLC
REF: W12000026297

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company", "L.C.", and "LC".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Leslie Sellers

FAX Aud. #: H12000099009

STARLIGHT PROJECT, LLC

May 21, 2012

DELIVERED VIA FACSIMILE

Ms. Leslie Sellers
Regulatory Specialist II
Florida Department of State
New Filing Section Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

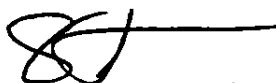
RE: The StarLight Project, LLC (W12000026297)

Dear Ms. Sellers:

I am in receipt of your letter dated May 11, 2012 regarding The StarLight Project, LLC (the "Company") and the unavailability of the entity name due to the registration of The StarLight Project, Inc. (the "Corporation"). The Corporation and the Company have the same principals and the Corporation has filed Articles of Dissolution, a copy of which is attached hereto. As President of the Company, I hereby request that you accept the attached Articles of Organization and authorize the formation of the Company with the name The StarLight Project, LLC.

Thank you and please let me know if you have any questions.

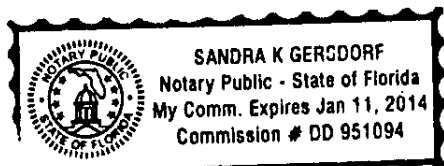
Sincerely,

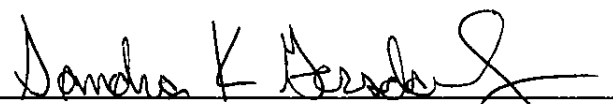


Craig Sussman
President

STATE OF FLORIDA
COUNTY OF DUVAL

The Letter above was acknowledged before me this 21st day of May, 2012, by Craig Sussman, an individual residing in the State of Florida. He is personally known to me, produced a current Florida or Driver's License, or as identification.




NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: 1-11-2014

**ARTICLES OF ORGANIZATION
OF
THE STARLIGHT PROJECT, LLC**

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is The StarLight Project, LLC (the "Company").

ARTICLE II - ADDRESSES

The street address of the principal office and the mailing address of the Company are:

1050 North Davis Street

Jacksonville, Florida 32209

ARTICLE III - PURPOSE

The Company is organized and shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, the Company primarily is organized to encourage mental, physical and emotional development, creativity and comfort for children with special needs through the design and building of interior space. Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Company shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the Company shall inure to the benefit of, or be distributable to, directly or indirectly, its managers, officers, or other private persons; provided, however, that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles, and shall be authorized and empowered to make distributions to members who are organizations described in Section 501(c)(3) of the Code; and

(c) No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

Prepared by:
Driver, McAfee, Peek & Hawthorne, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

FILED
12 MAY 24 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V - 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 membership 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.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (a) designates 1050 North Davis Street, Jacksonville, Florida 32209 as the street address of the Company's registered office, and (b) names Debbie Revels as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, 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 on behalf of the Company solely by virtue of being a member.

ARTICLE VIII - INDEMNIFICATION

(a) The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager 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 manager within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by 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 managers, in their 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 managers, in their 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 (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by 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

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action by the managers, the authority granted to the 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.

(c) Provided, however, notwithstanding the foregoing paragraphs (a) and (b), that no such indemnification shall be permitted if such indemnification would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code 1986, as amended.

ARTICLE IX – COMPANY LIQUIDATION AND DISSOLUTION

Upon dissolution, the assets of this Company, after all debts and liabilities are paid, shall be distributed in furtherance of the Company's purposes contained in these Articles, including a distribution to a government entity or an organization described in Section 501(c)(3) of the Code, which organization may be the member of the Company. In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Company.

IN WITNESS THEREOF, the undersigned has hereunto set her hand and seal this 24 day of April, 2012.

THE STARLIGHT PROJECT, LLC

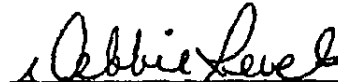
By: DOWN SYNDROME ASSOCIATION OF
JACKSONVILLE, INC., its sole member

By: Keri L. Corey
Keri L. Corey, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby (a) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (b) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: April 30, 2012


Debbie Revels

The StarLight Project, Inc.

May 21, 2012

DELIVERED VIA FACSIMILE

Ms. Leslie Sellers
Regulatory Specialist II
Florida Department of State
New Filing Section Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: The StarLight Project, Inc. (N11000011895)

Dear Ms. Sellers:

I am in receipt of your letter dated May 11, 2012 regarding The StarLight Project, LLC (the "Company") and the unavailability of the entity name due to the registration of The StarLight Project, Inc. (the "Corporation"). The Corporation and the Company have the same principals and the Corporation has filed Articles of Dissolution, a copy of which is attached hereto. As President of the Corporation, I hereby request that you accept the attached Articles of Organization and authorize the formation of the Company with the name The StarLight Project, LLC.

Thank you and please let me know if you have any questions.

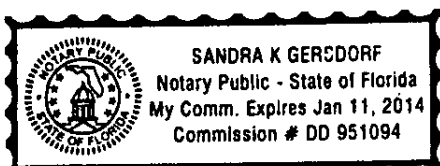
Sincerely,



Craig Sussman
President

STATE OF FLORIDA
COUNTY OF DUVAL

The Letter above was acknowledged before me this 21st day of May, 2012, by Craig Sussman, an individual residing in the State of Florida. He is personally known to me, produced a current Florida or Driver's License, or as identification.




NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: 1-11-2014