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new**FLORIDA LIMITED LIABILITY CO.
DOWNING DESIGNS, LLC**

Certificate of Status	0
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EXAMINER

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BUSH ROSS, P.A.
ATTORNEYS AT LAW

Fax

To: FL DOC - LLC filings

From: Brenda K. Holland

Fax: (850) 617.8383

Pages: 4

Phone:

Date: 11/28/2012

Re: Art. of Org. - Downing Designs, LLC (for filing)

- **Comments:**

Art. of Org. - Downing Designs, LLC (for filing)

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**ARTICLES OF ORGANIZATION
OF
DOWNING DESIGNS, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned, acting as an authorized representative of the initial members of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I
NAME & ADDRESS

The name of this limited liability company is DOWNING DESIGNS, LLC (the "Company") and its principal office address is 1704 W. North A Street, Tampa, Florida 33606 and its mailing address is 2700 N. Seminary Ave., Unit B, Chicago, Illinois 60614.

ARTICLE II
EFFECTIVE DATE

The Company shall commence its existence on November 30, 2012.

ARTICLE III
PURPOSE OF ORGANIZATION

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

John N. Giordano, Esq. Florida Bar No.: 358762 Bush Ross, P.A. 1801 N. Highland Avenue, Tampa, FL 33602 Facsimile Audit No.: H12000279582 3

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ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 1801 N. Highland Avenue, Tampa, Florida 33602, and the initial registered agent of the Company at such address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

ARTICLE V
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE V
MANAGEMENT OF THE COMPANY; INITIAL MANAGING MEMBERS


The Company shall be managed by one or more Managing Member(s). The name and address of the persons who shall serve as the initial Managing Managers of the Company shall be Jeff Downing, with a mailing address of 1704 W. North A Street, Tampa, Florida 33606, and Diversified Management of Tampa, LLC, with a mailing address of 2700 N. Seminary Ave., Unit B, Chicago, Illinois 60614.

ARTICLE VII
INDEMNIFICATION

If the criteria set forth in §608.4229, *Florida Statutes*, or any successor statute, and any criteria set forth in the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4229, *Florida Statutes*.


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IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 28th day of November, 2012.


John N. Giordano, Authorized Representative

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of Chapter 608, *Florida Statutes*, DOWNING DESIGNS, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.



John N. Giordano, Authorized Representative

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named Company and agrees to act as such in accordance with the provisions of Chapter 608, *Florida Statutes*.

BUSH ROSS REGISTERED AGENT
SERVICES, LLC

By:


John N. Giordano, Vice President