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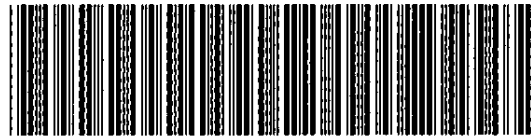
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B. BOSTICK

APR 9 2013

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 602241 81372A

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : April 8, 2013

ORDER TIME : 11:26 AM

ORDER NO. : 602241-005

CUSTOMER NO: 81372A

DOMESTIC FILING

NAME: ADAGIO EQUESTRIAN CENTER, LLC

EFFECTIVE DATE:

☐ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☒ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 52956

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION
OF
ADAGIO EQUESTRIAN CENTER, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming 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. We 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, MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Adagio Equestrian Center, LLC (hereinafter "LLC"), and its mailing address and street address of the principal office shall be at located at 363 N. Orange Avenue, City of Sanford, County of Seminole, State of Florida 32771, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate. The mailing address shall be the same.

ARTICLE II

The address of the initial registered office of the limited liability company is 2800 Ponce De Leon Boulevard, Suite 800, Coral Gables, FL 33134, and the name of the company's initial registered agent at that address is Nicholas E. Christin.

ARTICLE III

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, shall be as follows:

(1) Primarily, to engage and conduct business for profit in the State of Florida including, but not limited to, the following: 1) to board and provide full care for client's horses; 2) to provide horse training and riding lessons for private owners, provide lessons on school horses owned by the LLC; 3) the purchasing, training and selling of dressage prospect horses; 4) the breeding training and selling of warmblood horses and 5) to provide classes in horsemanship and body language. Without being limited to the above, the LLC may transact all and any lawful business for which companies may be organized under Florida law.

(2) 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.

(3) To purchase or otherwise acquire, undertake, carry on, mortgage, borrow and lend money, 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.

(4) 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.

(5) 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.

(6) Any and all lawful business.

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 LLC, 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 LLC to carry on any business, exercise any power, or do any act which a LLC may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of the Operating Agreement and the business and affairs of this LLC shall be managed under the direction of the Manager ("Manager") of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by the written consent of the Manager of the limited liability company.

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ARTICLE V

MEMBERS

The LLC shall have one (1) initial Member ("Member"). The name and address of the initial Member is: Mary A. Cayley, residing at 363 N. Orange Avenue, Sanford, FL 32771.

ARTICLE VI

MANAGEMENT

The limited liability company shall be managed by the Manager. The LLC is a Manager-Managed Company. The name and address of the initial Manager is Mary A. Cayley residing at 363 N. Orange Avenue, Sanford, FL 32771, who shall serve until the initial Manager is no longer remaining, at which time a successor Manager(s) will be elected by the Members.

All decisions and action by the Manager shall be by sole decision of the Manager.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

New Members may be admitted only upon the written consent of the Manager and upon compliance with the provisions of this agreement and the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the LLC.

A member's interest in the LLC may not be sold or otherwise transferred except with the written consent of Manager.

ARTICLE VIII

REMOVAL, RESIGNATION AND WITHDRAWAL OF MEMBER

It is hereto agreed that a member shall be entitled to withdraw from the LLC for any reason, so long as the withdrawing member either transfers his interest to the LLC or transfers his interest to a third party only with the written consent of the Manager.

A member may resign by providing written notice to the Manager using the means of notice stated in the company's operating agreement for giving notice to the Manager. If the operating agreement does not specify a means of giving notice, the member must give notice by a means sufficient under the laws of the State of Florida for service of process. The resignation of a member

shall take effect thirty (30) days after the date that the member gave notice to the Manager, or at a later date stated in the notice of resignation.

ARTICLE IX

DURATION

This LLC shall exist until dissolved in a manner provided by law.

To avoid dissolution under this section, the LLC must have at least one (1) member.

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ARTICLE X

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the LLC's Operating Agreement then, to the extent allowed by law, the Operating Agreement will govern.

ARTICLE XI

INSURANCE

The LLC may purchase and maintain insurance on behalf of a member in that member's official capacity and any liability asserted against and incurred by the member in or arising from that capacity, whether or not the LLC would have been required to indemnify the member against the liability.

ARTICLE XII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the LLC is Adagio Equestrian Center, LLC.

The address of the initial registered office of the LLC is 2800 Ponce de Leon Boulevard, Suite 800, County of Miami-Dade, State of Florida, 33146, and the name of the company's initial registered agent at that address is Nicholas E. Christin.

The undersigned, being the original Members of the LLC, certifies that this instrument constitutes the proposed Articles of Organization of Adagio Equestrian Center, LLC.

Having been named as registered agent to accept service of process for the above-stated LLC at the place designated in this Certificate, I hereby accept the 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 am familiar with and accept the obligations of my position as Registered Agent.

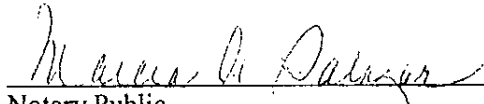
Executed by the undersigned at Miami-Dade County, Florida on April 9 2013.

 (SEAL)
NICHOLAS E. CHRISTIN

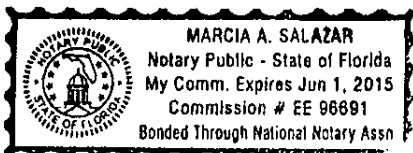
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared NICHOLAS E. CHRISTIN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 9th day of April, 2013.


Notary Public
State of Florida at Large

My Commission Expires:



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