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TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
JUL - 2 2013

(850) 245-6051.

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: TCM Holistics, 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:

Darryl W. Johnston

Name of Person

Johnston and Sasser, P.A.

Firm/Company

140 S. Main Street

Address

Brooksville, FL 34601

City/State and Zip Code

sclark@johnstonandsasser.com

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

For further information concerning this matter, please call:

Darryl W. Johnston

Name of Person

at (**352**) **796-5123**

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
TCM HOLISTICS, LLC**

FILED:
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certifies that I am 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.

I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be TCM HOLISTICS, LLC, and its principal office shall be located at 5556 West Fort Drum Drive, Beverly Hills, FL 34465, with a mailing address of PO Box 640751, Beverly Hills, FL 34464; but it shall have the power and authority to establish branch offices at any other place or places as the member may designate.

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, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
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. Internet sale of traditional Chinese herbs and spices. Nothing above is intended to limit the actions of the Members to conduct lawfully such other businesses it deems appropriate and to take such action as are necessary to carry out the actions of the Manager and Member.
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. 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.

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 regulations of the limited liability company by a unanimous vote of the voting members of the limited liability company.

IV. MANAGEMENT

This limited liability company shall be managed by at least one (1) manager. The name and address of the person who shall serve until successors are elected and qualified is: Fred D. Kalmus, PO Box 640751, Beverly Hills, FL 34464. The Voting Member(s) shall have the right to change the number of managers by unanimous consent.

V. MEMBERSHIP RESTRICTIONS

Voting 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 the unanimous written consent of voting members.

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 the unanimous consent of the remaining voting members.

VI. CAPITAL CONTRIBUTIONS

Capital contributions in the form of cash or real property having a value of at least \$500.00 shall be contributed to the limited liability company by the Members. Additional contributions may be made as required for investment purposes, as determined by majority consent of the voting members.

VII. PROFITS AND LOSSES

1. Profit Sharing. As provided in the Operating Agreement, 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.

The profits shall be determined and paid to the Members on December 31 of each year unless otherwise agreed to by the Members.

2. 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.

VIII. DURATION

This limited liability company shall have perpetual existence unless earlier dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

IX. VOTING OF MEMBERS

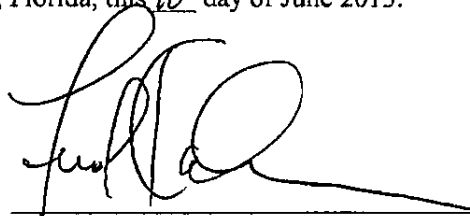
The initial Voting Member of the limited liability company shall be Fred D. Kalmus, PO Box 640751, Beverly Hills, FL 34464, and other voting members may be added pursuant to the Operating Agreement. Only voting Members shall have voting rights on any issue requiring a vote or consent. The Voting Members may create additional classes or groups of members having such rights, powers and duties as they may provided.

X. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5556 West Fort Drum Drive, Beverly Hills, FL 34465, and the name of the company's initial registered agent at that address is Fred D. Kalmus.

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of TCM HOLISTICS, LLC.

Executed by the undersigned at Brooksville, Florida, this 10 day of June 2013.

A handwritten signature in black ink, appearing to read 'Fred D. Kalmus', written over a horizontal line.

Fred D. Kalmus, Manager-Member

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **TCM HOLISTICS, LLC.**
2. The name and address of the registered agent and office is:

Fred D. Kalmus, PO Box 640751, Beverly Hills, FL 34464.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Fred D. Kalmus

June 10, 2013