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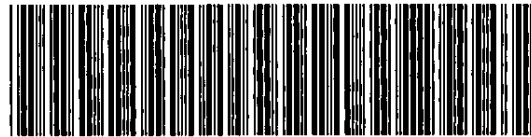
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT 04 2013  
D. BRUCE

(850) 245-6051.

### COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT:

Randy Swallows Photography 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:

Debbie Faulkner, Esq.  
Name of Person

The Faulkner Firm, P.A.  
Firm/Company

3110 AH. US 19 N  
Address

Palm Harbor, FL 34683  
City/State and Zip Code

debbie@thefaulknerfirm.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Debbie Faulkner  
Name of Person

at ( 727 ) 781-7428  
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

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STATE OF FLORIDA  
TALLAHASSEE

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**ARTICLES OF ORGANIZATION OF  
RANDY SWALLOWS PHOTOGRAPHY LLC**

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 ONE - NAME**

The name of the limited liability company shall be **RANDY SWALLOWS PHOTOGRAPHY LLC**, ("LLC").

**ARTICLE TWO – ADDRESS**

The principal place of business of the Company in Florida shall be 105 Kendale Drive, Safety Harbor, Florida 34695 and the mailing address shall be the same.

**ARTICLE THREE – EFFECTIVE DATE**

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

**ARTICLE FOUR – 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 FIVE – PURPOSES AND POWERS**

The purpose for which the Company is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this Company is The Faulkner Firm, P.A., 3110 Alt. US 19 N, Palm Harbor, Florida 34683. The name and address of the

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registered agent of this Company is Debbie Faulkner, Esq., The Faulkner Firm, P.A., 3110 Alt. US 19 N, Palm Harbor, Florida 34683.

## **ARTICLE SEVEN- 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 of the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company and in accordance with Florida Statute Chapter 608, 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 approve of the proposed transfer by unanimous written consent.

## **ARTICLE EIGHT – 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 is at least one remaining member.

## **ARTICLE NINE – SUB-CHAPTER S CORPORATION**

The Company may elect to be taxed pursuant to the S Corporation provisions of the Internal Revenue Code of 1986, as amended (“Election”).

9.1 The members of this Company may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the members of the Company unanimously agree otherwise in writing.

9.2 After this Company has elected to be an S Corporation, none of the members of this Company, without the prior written consent of all the members, shall take any action, or make or effect any transfer of any membership interest that would cause a termination or invalidation of the Election.

## **ARTICLE TEN – MANAGEMENT**

10.1 **In general.** The management of the Limited Liability Company shall be vested in its members in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time to properly reflect any additional contributions by the members. Only the following members have the power to bind the

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Limited Liability Company without approval of the majority of the other members: Randy Swallows. Otherwise, no member is an agent of the Limited Liability Company. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Randy Swallows

Secretary: Randy Swallows

whose addresses shall be the same as the principal office of the Company.

**10.2. Information.** In discharging his or her duties, a manager or managing member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(1) One or more members or employees of the Limited Liability Company whom the manager or managing member reasonably believes to be reliable and competent in the matters presented;

(2) Legal counsel, public accountants, or other persons as to matters the manager or managing member reasonably believes are within the persons' professional or expert competence; or

(3) A committee of managers or managing members of which he or she is not a member if the manager or managing member reasonably believes the committee merits confidence.

**10.3. Factors Affecting Managers' Duties.** In discharging his or her duties, a manager or managing member may consider such factors as he or she deems relevant, including the long-term prospects and interests of the Limited Liability Company and its members, and the social, economic, legal, or other effects of any action on the employees, suppliers, customers of the Limited Liability Company, the communities and society in which the Limited Liability Company operates, and the economy of the state and the nation.

## ARTICLE ELEVEN – VOTING

No member of the Company shall enter into any type of agreement vesting another person or entity with the authority to exercise any of a member's voting power in the Company.

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## ARTICLE TWELVE – INDEMNIFICATION

The Company shall indemnify managers and officers of the Company who were wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, 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 also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, 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 relating to the indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, 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 invalid 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 "manager", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

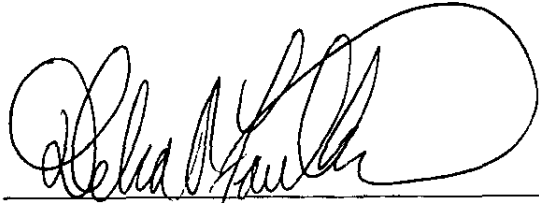
**IN WITNESS WHEREOF**, the undersigned, an authorized representative of the members, have hereunto set my hand, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, for the foregoing uses and purposes this 27 day of September, 2013.



Debbie Faulkner, Authorized  
Representative of the Members

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

Debbie Faulkner, having an address identical with the registered office of the Company name above, and 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 the applicable provisions of the Florida Statutes.



By: \_\_\_\_\_  
Debbie Faulkner

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