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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

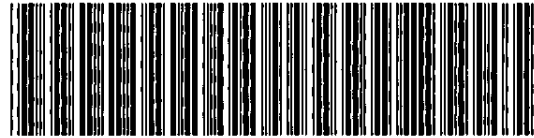
(Document Number)

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FILED  
13 DEC 30 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN - 8 2014

T. BROWN

~~113-107-33~~

## **Creating a Florida Limited Liability Company ("LLC") (single member)**

Here are the documents needed to create a "single-member" LLC subsidiary for a nonprofit developer. THIS FILE CONTAINS FOUR SEPARATE DOCUMENTS SEPARATED BY PAGE BREAKS. Use the "search and replace function of your word processor to easily replace the merge codes throughout all of the documents.

- (1) Instructions
- (2) Articles of Organization
- (3) Cover letter to Fla. Department of State.
- (4) Operating Agreement
- (5) Background educational article on LLC's

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### **1. Instructions**

The Articles of Organization need to be filed with the State of Florida. There is a \$125.00 filing fee. Prepare check for this amount made payable to "Secretary of State" and then mail the check and the executed Articles of Organization to:

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Even though the new LLC has only one "member" (perhaps a nonprofit development organization) it is still a good idea to have an "Operating Agreement". One benefit is that it enhances the LLC's limited liability protection (by bolstering the impression that the company has an arms length relationship with its single member). Another advantage is that lenders often expect to see an Operating Agreement when making a loan to an LLC. When an LLC has more than one member the Operating Agreements is entered into between the members. The enclosed Operating Agreement, however, is between the single member and the LLC itself. The "member" is required to sign the document twice in two different capacities (once as the "member" and once as the LLC's "manager"). To avoid confusion I have set the documents up so that a different officer signs on each line (the "president" signs for the "member" and the "vice president" signs for the manager of the LLC).



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 19, 2013

THE POINT AT NORTHWEST JACKSONVILLE CDC  
3416 MONCRIEF ROAD STE 104  
JACKSONVILLE, FL 32209

SUBJECT: THE POINT AT NORTHWEST JACKSONVILLE CDC  
Ref. Number: W13000069233

We have received your document for THE POINT AT NORTHWEST JACKSONVILLE CDC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 amend your document accordingly.

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.

Teresa Brown  
Regulatory Specialist II

Letter Number: 813A00028838



**NORTHWEST JACKSONVILLE  
COMMUNITY DEVELOPMENT  
CORPORATION, Inc.**

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Northwest Jacksonville CDC • 3416 Moncrief Road Ste. 200 • Jacksonville, Florida 32209

Date: January 2, 2014

To: Teresa Brown@ Florida Department of State

From: Dara Davis@ Northwest Jacksonville CDC

Re: Number W13000069233

We have made the adjustments to the articles please see attached. Please let me know if you need anything else.

*BUILDING AROUND THE TRIANGLES IN OUR COMMUNITY!*

***[www.northwestjaxcdc.org](http://www.northwestjaxcdc.org)***

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**ARTICLES OF ORGANIZATION  
OF  
The Point at Northwest Jacksonville CDC LLC**

**FILED**  
13 DEC 30 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Company Name: The name of the Company is: "The Point at Northwest Jacksonville CDC LLC."

ARTICLE II - Mailing Address: The mailing address of this Company is: 3416 Moncrief Road, Ste. 104 Jacksonville, Florida 32209"

ARTICLE III - Street Address: The street address of the principal office of the Company is:  
"3416 Moncrief Road, Ste. 104 Jacksonville, Florida 32209"

ARTICLE IV - Registered Agent: The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

<\*\*Paul Tutwiler, registered agent, 3416 Moncrief Road Ste. 200, Jacksonville, Florida 32209

ARTICLE V - Management: The Company shall be managed by its members.

ARTICLE VI - No Personal Liability: The managers, officers and agents of the Company shall not be personally liable or responsible for any contracts, debts or defaults of the Company while acting for or on behalf of the Company in any official or authorized capacity. The Company shall indemnify all of its managers, officers, and agents and all of its former managers, officers, and agents from such liability to the fullest extent permitted by law

ARTICLE VII - Amendments: The Articles of Organization of this Company may only be amended by the majority vote of the members and in compliance with the other limitations in these Articles of Organization. No members shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

ARTICLE VIII - Continuation of Business: Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of the 2<sup>nd</sup> day of December, 2013.

Member: Northwest Jacksonville Community Development Corporation

By: \_\_\_\_\_

Date: \_\_\_\_\_

Title: \_\_\_\_\_

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS  
WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Section 608.415 of the Florida Statutes:

Having been appointed registered agent of in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

\_\_\_\_\_  
<\*\*registered-agent\*\*>

Date: \_\_\_\_\_