

L14000096760

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

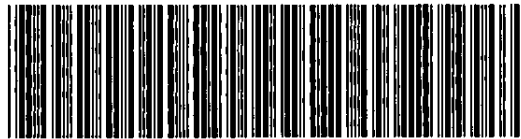
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CLERK OF SUPERIOR COURT  
JANUARY 16, 2014

2014 JUN 16 AM 11:57

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JUN 17 2014

D. BRUCE



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 13, 2014

JAMES A. BARKS, ATTORNEY AT LAW  
1120 WEST FIRST STREET  
SANFORD, FL 32271

SUBJECT: SANFORD HERALD, LLC  
Ref. Number: W14000036909

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DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

We have received your document for SANFORD HERALD, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

The document number of the name conflict is P11000094494.

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.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 814A00012864

**JAMES A. BARKS**  
ATTORNEY AT LAW  
SUITE B  
1120 WEST FIRST STREET  
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www.jamesbarks.com  
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TELEPHONE (407) 321-1224  
FAX (407) 321-1467

June 16, 2014

**UNITED PARCEL SERVICE**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301-2412

RE: Your letter Number: 814A00012864

Gentlemen:

Enclosed herewith please find the following:

1. Your letter number 814A00012864 dated June 13, 2014.
2. Consent to Use of Name of New Limited Liability Company signed by the President of Sanford Herald, Inc.
3. Original and one copy of Articles of Organization.

You are already in receipt of my check in the amount of \$155.00.

Please file the enclosed Articles and return a certified copy of same to me in the enclosed pre-paid United Parcel Service envelope.

Thank you for your assistance.

Very truly yours,

  
James A. Barks

JAB/jab

Enclosures

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TALLAHASSEE, FLORIDA

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June 11, 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301-2412

*Via United Parcel Service*

Re: SANFORD HERALD, LLC

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$155.00.  
Articles of Organization, and copy of same.

Amounts on the enclosed check are broken down as follows:

\$100.00 - Filing Fee

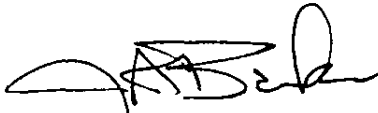
\$ 25.00 - Designating Registered Agent

\$ 30.00 - Certified copy of Articles of Organization

Please file the enclosed Articles and return a certified copy of same to me in the enclosed  
pre-paid United Parcel Service envelope.

Thank you for your assistance.

Very truly yours,

  
James A. Barks


JAB/ksr  
Enclosures

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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

CONSENT TO USE  
OF NAME OF NEW  
LIMITED LIABILITY COMPANY

SANFORD HERALD, INC., a Florida Corporation (Document No.  
P11000094494) does hereby consent to the use of the name SANFORD HERALD, LLC  
by the incorporators WILLIAM E. KIRCHHOFF, and that she does not intend to  
reactivate SANFORD HERALD, INC.

SANFORD HERALD, INC.

By:   
Rachel L. Delinski,  
President

171 Williams Road  
Lake Mary, Florida 32746

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TALLAHASSEE FLORIDA

## ARTICLES OF ORGANIZATION

OF

SANFORD HERALD, 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 AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SANFORD HERALD, LLC, and its principal office and mailing address shall be located at 2044 Hibiscus Court, Sanford, Florida 32771, but it shall have the power and authority to establish branch offices at any other place places as the members may designate.

### ARTICLE 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. 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

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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 exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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.

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STATE OF FLORIDA

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.

#### ARTICLE III. NUMBER OF UNITS

The number of units that this limited liability company is authorized to issue is 100.

#### ARTICLE IV 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 members of the limited liability company.

#### ARTICLE V. MANAGEMENT

This limited liability company shall be a manager-managed company and shall be managed by one (1) manager. The name and address of the person who shall serve until the first annual meeting of members or until his successor is elected and qualified are as follows:

WILLIAM E. KIRCHHOFF, as Trustee of the  
William E, Kirchhoff Revocable Living Trust dated 5/21/01  
2044 Hibiscus Court  
Sanford, Florida 32771

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#### ARTICLE VI. MEMBERSHIP RESTRICTIONS

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 unanimous written consent of all 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 unanimous consent of the remaining members.

#### ARTICLE VII. CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the members as follows:

<u>Member</u>	<u>Contributions</u>
WILLIAM E. KIRCHHOFF, as Trustee of the William E, Kirchhoff Revocable Living Trust dated 5/31/01	100%

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in the same proportions as their initial capital contributions.

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TALLAHASSEE FLORIDA

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### ARTICLE VIII. PROFITS AND LOSSES

(A) 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. Each member shall be entitled to the distributive share of the profits specified as follows:

WILLIAM E. KIRCHHOFF, as Trustee of the 100%  
William E, Kirchhoff Revocable Living Trust dated 5/21/01

The distributive share of the profits shall be determined and paid to the members each year.

(B) 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.

### ARTICLE IX. DURATION


This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

### ARTICLE X. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2044 Hibiscus Court, Sanford, Florida 32771, and the name of the company's initial registered agent at that address is WILLIAM E. KIRCHHOFF.

The undersigned, being original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SANFORD HERALD, LLC

Executed by the undersigned at Sanford, Florida on June 10, 2014.

  
WILLIAM E. KIRCHHOFF, as Trustee of  
the William E, Kirchhoff Revocable Living  
Trust dated 5/21/01

FILE  
2014 JUN 16 AM  
NOTARY OF  
FLORIDA  
AMANDA E. ELLIOTT

STATEMENT DESIGNATING  
REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF SEMINOLE

Pursuant to the provisions of F.S. Chapter 605 of the Florida Revised Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is SANFORD HERALD, LLC.

The name of the registered agent for SANFORD HERALD, LLC is WILLIAM E. KIRCHHOFF and the street address of the company's principal office where the agent is located is 2044 Hibiscus Court, Sanford, Florida 32771. This statement is to acknowledge that, as indicated above, SANFORD HERALD, LLC has appointed me, WILLIAM E. KIRCHHOFF, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: June 10, 2014

  
WILLIAM E. KIRCHHOFF

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