

L140000110023

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status ☒

Special Instructions to Filing Officer:

Office Use Only



600261616736

07/11/14--01003--020 **130.00

FILED

14 JUL 10 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 11 2014

T. BROWN

9 July 2014

Via: Regular US Mail

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Thorn & Co., LLC - Articles of Organization

To Whom it May Concern:

I have enclosed both the executed Articles of Organization for Thorn & Co., LLC and its Designation of Registered Agent for filing with the State of Florida. I've also enclosed a check in the amount of \$130.00 made payable to the Florida Department of State for the filing fee and Certificate of Status. Please file the Articles and Designation with the state and direct any correspondence regarding this matter to me at the address shown below.

I appreciate your assistance with this matter.

Sincerely,



John Gregory
1005 Morgan Avenue
Chattahoochee, FL 32324
850-526-9512
jrgiii15@hotmail.com

Enclosures

Copy To:

Dr. Priscilla Thorn

FILED
14 JUL 10 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization of

Thorn & Co., LLC

The undersigned certifies that it determined, for the purpose of becoming a limited liability company under the laws of the State of Florida, to provide for the formation, rights, privileges and immunities of limited liability companies for profit. The undersigned further declares 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 Thorn & Co., LLC, and its principal office shall be located at 1005 Morgan Ave., Chattahoochee, Florida 32324, but it shall have the power and authority to establish branch offices at any other place designated its members. The mailing address of the limited liability company shall be 1005 Morgan Ave., Chattahoochee, Florida 32324.

Article II

Purposes and Powers

The limited liability company is formed and is authorized to transact any lawful business in accordance with the following limited purposes to the same extent as a natural person might or could do:

1. Provide mental health and psychological services to clients.
2. To administer psychological testing and evaluations for both private and public purposes.
3. To provide expert opinions, consulting and professional advice relating to matters of mental health, risk assessment and psychology.
4. Any and all other related, lawful business

The limited liability company may, in general, carry on any and all incidental business related to the foregoing purposes, and is empowered to do everything necessary, proper or convenient for the accomplishment of any of the purposes set forth herein, 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.

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 Law lawfully carry on, exercise or do.

Article III

Management

The business and affairs of this limited liability company shall be member-managed by one Managing Member, who shall be elected by the members. The name and address of the initial Managing Member who shall serve until her successor is elected and qualified is as follows:

Dr. Priscilla M. Thorn, Psy. D

1088 Bishop Street, Honolulu, HI

Article IV

Membership Restrictions

The Members shall have the rights 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.

No member of the limited liability company may sell or otherwise transfer the Member's interest in the limited liability company except as provided in the Operating Agreement.

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 to the business on unanimous consent of the remaining Members.

Article V

Capital Contributions

Capital Contributions in an amount corresponding with the amount of each Member's ownership interest shall be paid to the limited liability company by each Member. Additional contributions will be made as required for investment purposes, as determined by the Members pursuant to the Operating Agreement. Members will make contributions in pro rata shares equal to their ownership interest.

Article VI

Profits and Losses

(a) Profit Sharing. The Members shall be entitled to the net profits arising from the operation of 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 a distributive share of the profits equal to their ownership interest as reflected on the books of the limited liability company. The distributive share of the profits shall be determined and paid to the Members as approved by the Manager.

(b) 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, or, if the sources are insufficient to cover such losses, by the Members in shares equal to their ownership interests as reflected on the books of the company.

Article VII

Duration

The limited liability company shall be perpetual or until dissolved in a manner provided by law or as provided in the Operating Agreement adopted by the Members.

Article VIII

Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 1005 Morgan Ave., Chattahoochee, FL 32324, and the name of the initial registered agent at that address is John Richard Gregory III.

The undersigned, being the original Managing Member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Thorn & Co., LLC.

Executed by the undersigned on July 6, 2014

By:  _____

Dr. Priscilla M. Thorn, Managing Member

Certificate of Designation of Registered Agent/Registered Office

Pursuant to the provisions of Sections 605.0113 of the Florida Limited 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.

1. The name of the limited liability company is Thorn & Co., LLC.
2. The name and street address of the registered agent for Thorn & Co. are John Richard Gregory III and 1005 Morgan Ave., Chattahoochee, FL 32324.

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 605, F.S..

Dated: July 6, 2014



John Richard Gregory III
