

4/24/2015

Division of Corporations

# L1500072464

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H15000101040 3)))



H150001010403ABCM

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : DRIVER, MCAFEE, PEEK & HAWTHORNE, P.L.  
Account Number : I20020000137  
Phone : (904)301-1269  
Fax Number : (904)301-1279

 DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

2015 APR 24 AM 9:51

FILED

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: bjoel@petparadise.com

## FLORIDA LIMITED LIABILITY CO.

### Pet Paradise-Rio Rancho, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

RECEIVED

15 APR 24 AM 10:00

 BUREAU OF COMMERCIAL  
INFORMATION SERVICES

 APR 27 2015  
BRUCE

H15000101040 3

**ARTICLES OF ORGANIZATION  
OF  
PET PARADISE-RIO RANCHO, LLC**

The undersigned, an authorized representative of a prospective member, desiring to form a limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is Pet Paradise-Rio Rancho, LLC (the "Company").

**ARTICLE II - ADDRESS**

The street and mailing address of the Company's principal office are:

5130 University Boulevard West  
Jacksonville, Florida 32216

**ARTICLE III - PURPOSE**

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The Company (i) designates 5130 University Boulevard West, Jacksonville, Florida 32216 as the street address of the Company's registered office, and (ii) names William L. Joel, Esq., as the Company's registered agent at that address.

**ARTICLE V - MANAGEMENT AND AUTHORITY**

The Company shall be a manager-managed company. Pursuant to Section 605.04074, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

**ARTICLE VI - INDEMNIFICATION**

The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager, member or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager, member or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance reasonable indemnification expenses (including attorneys' fees and costs) for actions taken in the capacity of such person as a manager, member or officer within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses

Prepared by:  
Driver, McAfee, Peek & Hawthorne, P.L.  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
(904) 301-1269

H15000101040 3

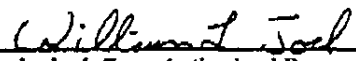
2015 APR 24 AM 9:51  
CLERK OF STATE  
JACKSONVILLE, FLORIDA

FILED

H15000101040 3

incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this 24<sup>th</sup> day of April, 2015.

  
\_\_\_\_\_  
William L. Joel, Esq., Authorized Representative

**FILED**  
2015 APR 24 AM 9:51  
CLERK OF STATE  
TALLAHASSEE FLORIDA

H15000101040 3

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: April 24, 2015

William L. Joel  
William L. Joel, Esq.

**FILED**  
2015 APR 24 AM 9:51  
CLERK OF STATE  
TALLAHASSEE FLORIDA