

L15000/13546

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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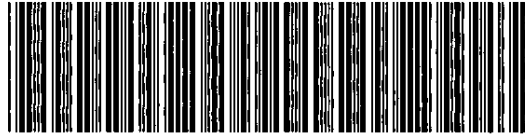
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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15 JUL -7 AM 8:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL - 8 2015

T. HAMPTON

49183-516

ROBIN JAMES
P.O. BOX 2412
NAPLES, FL 34106

May 22, 2015

FLORIDA DEPARTMENT OF STATE

RE: Registration Section

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Filings Tel: (850) 245-6051

RE: Articles of Organization for IVY LEAGUE PRESS LLC.

Dear Sir or Madam:

Please find enclosed the original and one duplicate copy of the Articles of Organization for:
IVY LEAGUE PRESS LLC.

IVY LEAGUE PRESS LLC. is a Florida domestic limited liability company.

Within the limitations allowable by the 2014 Florida Statutes (s.605.0201(3)(e), F.S.), certain statements and provisions from the Company's Operating Agreement have been included in these Articles of Organization.

Also enclosed is check number # _____ in the amount of \$160.00 to cover the Filing Fee, the Certified Copy Fee, and the Certificate of Status fee. When processing is complete, kindly return-mail the Certified Copy and the Certificate of Status to the above address.

If there are issues with this filing, the best way to contact me is by email at:
ivyleaguepress@gmail.com.

Thank you in advance for your valued assistance.

Sincerely,

ROBIN JAMES
(903) 721-3891

ROBIN JAMES
P.O. BOX 2412
NAPLES, FL 34106

June 29, 2015

FLORIDA DEPARTMENT OF STATE
RE: Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Filings Tel: (850) 245-6051

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Thank you in advance for your valued assistance.

Sincerely,



ROBIN JAMES
(903) 721-3891



RECEIVED

15 JUL -7 PM 3:34

FLORIDA DEPARTMENT OF STATE
Division of Corporations

STATE
TALLAHASSEE, FLORIDA

May 29, 2015

ROBIN JAMES
P O BOX 2412
NAPLES, FL 34106

SUBJECT: IVY LEAGUE PRESS LLC
Ref. Number: W15000038164

We have received your document for IVY LEAGUE PRESS LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 605.0203(1)(b), Florida Statutes, requires the document(s) to be signed by one person acting as an authorized representative.

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.

Tammy Hampton
Regulatory Specialist III

Letter Number: 215A00011354

Articles of Organization IVY LEAGUE PRESS LLC.

A Florida Limited Liability Company

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15 JUL -7 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

1.01. *Name.* The name of the entity is IVY LEAGUE PRESS LLC. (the "Company").

1.02. *Fictitious Names.* Pursuant to the Florida "Fictitious Name Act" this Company may legally operate under one or more assumed names. (s.865.09, F.S.)

1.03. *Authority.* This Company is being formed pursuant to Title XXXVI "Business Organizations", Chapter 605 "Florida Revised Limited Liability Company Act" of the 2014 Florida Statutes.

1.04. *A Limited Liability Company.* This Company is being formed as a Florida limited liability company.

ARTICLE II. ADDRESS

2.01. *Address.* The Mailing Address and Street Address of the principle office of the limited liability company are:

Principle Office Address:

Ivy League Press
7750 Okeechobee Blvd
Ste. #4-515
West Palm Beach, FL 33607

Mailing Address:

Ivy League Press
P.O. Box 2412
Naples, FL 34106

ARTICLE III. REGISTERED AGENT AND REGISTERED OFFICE

3.01. *Registered Agent.* The name and the Florida Street Address of the registered agent are:

Registered Agents Inc
3030 N. Rocky Point Dr. STE 150A
Tampa, Florida 33607
Hillsborough County

3.02. *Consent.* Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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..



REGISTERED AGENTS SIGNATURE

- Bill Havre / Assistant Secretary

ARTICLE IV. MANAGEMENT

4.01. *Management.* This limited liability company is managed by one or more managers.

4.02. *Initial Manager.* The name and address of the initial manager authorized to manage and control the limited liability company is:

"MGR" ROBIN JAMES
P.O. BOX 2412
NAPLES, FL 34106

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15 JUL -7 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. EFFECTIVE DATE

5.01. *Effective Date.* The effective date of these Articles of Organization will be the date this instrument is filed by the Florida Department of State, Division of Corporations, notwithstanding the date of execution.

ARTICLE VI. PURPOSE

6.01. *The Entity.* Pursuant to s.605.0108(1) F.S. this limited liability company is an entity distinct from its members.

6.02. *Any and All Lawful Business.* Pursuant to s.605.0108(2) F.S. this limited liability company may have any lawful purpose, regardless of whether the purpose is for profit or not for profit.

ARTICLE VII. GOVERNING DOCUMENTS

7.01. *Governing Documents.* These Articles of Organization, the official Company Operating Agreement, and the Minutes of the Company Meetings including the Annual Meetings and all Special Meetings are to work cohesively together and in unison with Title XXXVI of the Florida Statutes to effectively and efficiently govern IVY LEAGUE PRESS LLC. As such and pursuant to s.605.0201(3) F.S. "the Articles of Organization may contain statements on matters other than those required under subsection (2), but may not vary from or otherwise affect the provisions specified in s.605.0105(3) F.S. in a manner inconsistent with that subsection." Therefore, these Articles of Organization may contain statements, declarations, and/or provisions that may also be contained in the Company Operating Agreement and/or the Minutes of the Company Meetings.

ARTICLE VIII. NOTICE OF OPERATING AGREEMENT IN FORCE

8.01. *Operating Agreement.* As provided by the Florida Revised Limited Liability Company Act s. 605.0102(45) F.S., "Operating agreement" means an agreement, whether referred to as an operating agreement or not, which may be oral, implied, in a record, or in any combination thereof, of the members of a limited liability company, including a sole member, concerning the matters described in s. 605.0105(1). The term includes the operating agreement as amended or restated. As further provided by the Florida Revised Limited Liability Company Act s. 605.0106(5) F.S., a operating agreement of a limited liability company that has only one member is not unenforceable because there is only one person who is a party to the operating agreement.

8.02. *Members and Managers have No Personal or Individual Liability.* Pursuant to s. 605.0304 F.S., and in accordance with the provisions of the officially adopted written Operating Agreement of IVY LEAGUE PRESS LLC, this provision restricts certain duties and liabilities. Florida Statute 605.0304 Liability of members and managers— (1) A debt, obligation, or other liability of a limited liability company is solely the debt, obligation, or other liability of the company. A member or manager is not personally liable, directly or indirectly, by way of contribution or otherwise, for a debt, obligation, or other liability of the company solely by reason of being or acting as a member or manager. This subsection applies regardless of the dissolution of the company. (2) The failure of a limited liability company to observe formalities relating to the exercise of its

powers or management of its activities and affairs is not a ground for imposing liability on a member or manager of the company for a debt, obligation, or other liability of the company. (3) The limitation of liability in this section is in addition to the limitations of liability provided for in s. 605.04093.

Therefore, this provision legally and lawfully establishes, declares, and restricts that "A Member, Manager, Managing Member, or Officer of the Company is not personally or individually liable for a debt, obligation, or liability of the Company including liability under a judgment, decree, or court order, unless said person shall in an individual capacity and with express intent to establish personal guarantee, execute in writing a legally-binding promissory note, personal guarantee, or personal instrument to pay the debt, obligation, or liability.

8.03. *Members Indemnification.* To the full extent allowable by law the written Operating Agreement of IVY LEAGUE PRESS LLC establishes and governs the indemnification of the Members, Managers, and the Officers of the Company.

ARTICLE IX. TWO CLASSES OF MEMBERSHIP

9.01. *Classes of Membership.* As more fully described in the Operating Agreement there shall be two (2) classes of membership in this Company: Class A Membership having and enjoying the full rights of membership including voting rights and privileges; and Class B Membership existing with restricted rights of membership and having no voting rights or privileges. All membership interests in this Company which is not expressly Class A Membership is Class B Membership.

9.02. *Members of Class B.* Members of Class B shall consist of members who have acquired or acceded to their membership in the Company by means of (1) sale or assignment whether voluntary or involuntary by any member of the Company that is in satisfaction of a debt, liability, or financial obligation of any kind; (2) the award or judgment of any court or arbitrator in any contested proceeding involving the partition of the business assets of anyone holding membership; (3) the judgment or award of any court or arbitrator in any contested divorce proceeding; (4) the execution of or levy upon a judgment or any court order; (5) the filing of a member under any chapter of the United States Bankruptcy Code specifically including bankruptcy trustees; (6) any type of receivership, or garnishment, or sequestration, or any other compulsory or forced legal or collection type of process or action.

9.03. *Class B Membership – Restricted Rights.*

(A) Class B membership shall have the following and only the following limited rights: (1) the right to receive notice of any and all meetings of the membership of the Company and be present at any such meeting; Class B members may express their opinions within a limited time frame regarding any matters discussed at any meeting of the membership; (2) the right to receive cash distributions and/or property distributions when and only when it may be so authorized by the unanimous vote of the Class A Membership.

(B) Class B members shall have no rights, privileges, or authority: (1) to vote their membership interest, inasmuch as Class B membership is and shall continue to be non-voting in all respects and instances; (2) to set, call, or preside over any meeting of the membership or to place any item on the agenda of any meeting; (3) to serve as a managing member of the Company; (4) to hold title, office, or position as any officer or agent of the Company; (5) to serve or act as the registered agent of the Company; (6) to act on behalf of the Company or to make representations to or agreements with non-members on behalf of the Company or enter into any contracts on behalf of the Company; (7) to audit, examine, or inspect the accounts, books, or records of the Company in any way; (8) to force any sale, partition, or distribution of any of the assets of the Company; or (9) to force the termination or dissolution or winding up of the Company or of any series of the Company.

9.04. *Distribution Restrictions.* If and when the membership interest of any member or members of the Company becomes subject to a garnishment, an attachment, the execution upon a judgment, or a charging order, then no distributions may be made to said membership interest without the express and unanimous approval of the Class A Membership of the Company.

ARTICLE X. RESTRICTIONS ON TRANSFERS

10.01. *Restrictions on Transfers.* In accordance with and as more fully described and detailed in the Operating Agreement, all membership interests in the Company are subject to restrictions on transfers.

10.02. *Rights of First Refusal.* The rights of first refusal to purchase or acquire the membership interest of any member desiring to transfer or sell their respective membership interest belongs exclusively to the Company. In the event the Company elects not to purchase or acquire said membership interest, the remaining members possess the rights of first refusal to be exercised *pro rata*, according to each members' individual interest. The official Operating Agreement may contain provisions and clauses establishing and allowing for Joint Tenants with Rights of Survivorship and/or other Outside Survivorship Agreements as special exemptions to these Restrictions on Transfers and/or Rights of First Refusal provisions.

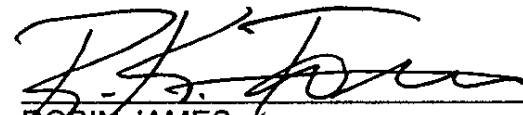
ARTICLE XI. EFFECTIVENESS OF FILING

11.01. *Penalties for False Filing.* The authorized representative or member of the Company affirms that the person designated as registered agent has consented to the appointment and signs these Articles of Organization subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

11.02. *Affirmation.* In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: June 29, 2015

AUTHORIZED REPRESENTATIVE:


ROBIN JAMES

FILED
15 JUL -7 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA