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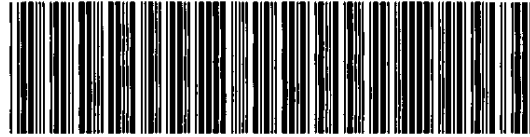
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OCT 02 2015

W PAINTER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Gambles Construction, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Judson L Gambles
Name of Person

Gambles Construction, LLC
Firm/Company

843 Silver Oak Court
Address

Orlando, Florida 32809
City/State and Zip Code

judsongambles@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Judson Gambles at (407) 276-2572
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee
☒ \$130.00 Filing Fee & Certificate of Status
☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY
FOR
GAMBLES CONSTRUCTION, LLC**

ARTICLE I – Name:

The name of the Limited Liability Company is: Gambles Construction, LLC.

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

843 Silver Oak Court
Orlando, Florida 32809

Mailing Address:

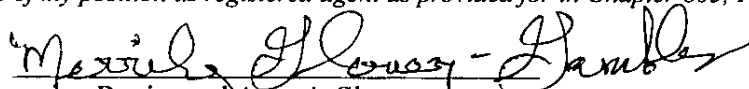
843 Silver Oak Court
Orlando, Florida 32809

ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Merrile Glover-Gambles
3239 Mahalia Place
Orlando, Florida 32805

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.


Registered Agent's Signature

ARTICLE IV – The name and address of each person authorized to manage and control the Limited Liability Company.

Title:

Name and Address:

Chairman/
C.O.M.

Judson Gambles
3239 Mahalia Place
Orlando, FL 32805

15 SEP 28 AM 9:12
SECRETARY OF STATE
ARTICLE 605, F.S.
F.L.C.U.

Jurisdiction
Manager

Merrile Glover-Gambles
3239 Mahalia Place
Orlando, FL 32805

Chief Financial
Manager

GARY GAMBLE

1511 Ave M

H. Pierce, FL 34950

Secretary

Sergeant
At-Arms

Treasurer

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ALL AMERICAN

ARTICLE V - Effective date. July 1st, 2015.

ARTICLE VI – Purpose

The purpose of Gambles Construction, LLC (hereinafter referred to as “the Company”) shall be to develop, construct, and/or provide residential and commercial construction, building, and rehabilitation services. Moreover, the Company shall also provide real estate management, construction management and counseling for custom home building and/or commercial real estate development projects. Its further purposes shall also be:

- (a) To engage in and conduct any legal business activity, service, promotion or production consistent with this company's goals of economic development.
- (b) To invest the revenues, earnings, proceeds, and/or profits of the Company and/or its business partner(s) assets in domestic or foreign business enterprises, stocks, bonds, futures, stock options, index options, futures options, commodities, currencies and real estate ventures for the pecuniary benefit of its owner(s)/member(s).
- (c) To solicit and purchase vacant land/lots, residential (single and multifamily) and/or commercial real property for development, rehabilitation and construction for the general public. These properties may be acquired via pre-foreclosure, foreclosure, tax lien certificates, and/or similar methods of acquisitions.
- (d) To institute and conduct positive, progressive programs, projects, and/or workshops in order to achieve this company's goals.
- (e) To provide its owners/members and employees with various social and personal benefits that may include but shall not be limited to the following:
 - I. Cooperative shareholder discounts.
 - II. Cooperative shareholder insurance.
 - III. Personal development programs and activities.
 - IV. Long-term retirement benefits via investments.

ARTICLE VII – Shareholder Meetings

Section 1. General Meetings: Periodical company meetings of shareholders shall be held (as determined by the managers) at the registered office of the company in this State or at such place, either within or without the State of Florida.

Section 2. Annual Meetings: The annual meeting of the shareholders shall be held on the 3rd Wednesday of February in each year if not a legal holiday, and if a legal holiday, then on the next secular day following at 10:00 o'clock a.m., when they shall elect a Board of Advisers and transact such other business as may properly be brought before the meeting. If the annual meeting for election of managers is not held on the date designated therefor, the managers shall cause the meeting to be held as soon thereafter as convenient.

Section 3. Election of Managers: Elections of the Managers of the company shall be by written ballot.

Section 4. Special Meetings: Special meetings of the shareholder may be called at any time by the Chairman, or the Board of Advisers, or shareholders entitled to cast at least one-fifth of the votes which all shareholders are entitled to cast at the particular meeting. At any time, upon written request of any person or persons who have duly called a special meeting, it shall

be the duty of the Secretary to fix the date of the meeting, to be held not more than sixty (60) days after receipt of the request, and to give due notice thereof. If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so.

Business transacted at all special meetings shall be confined to the objects stated in the call and matters thereto, unless all shareholders entitled to vote are present and consent.

Written notice of a special meeting of shareholders stating the time and place and object thereof, shall be given to each shareholder entitled to vote thereat at less thirty (30) days before such meeting, unless a greater period of notice is required by statute in a particular case.

Section 5. Quorum: A majority of the outstanding certificates of membership of the company entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding units entitled to vote is represented at a meeting, a majority of the units so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 6. Proxies: Each shareholder entitled to vote at a meeting of shareholders or to express consent or dissent to company action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period.

A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the membership unit(s) itself or an interest in the company generally. All proxies shall be filed with the Secretary of the meeting before being voted upon.

Section 7. Notice of Meetings: Whenever shareholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, written notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each shareholder entitled to vote at such meeting.

Section 8. Consent in Lieu of Meeting: Any action required to be taken at any annual or special meeting of shareholders or a company, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding membership units having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice unanimous written consent shall be given to those shareholders who have not consented in writing.

Section 9. List of Shareholders: The manager who has charge of the membership ledger of the

company shall prepare and make, at least ten (10) days before every meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each shareholder. No share of membership units upon which any installment is due and unpaid shall be voted at any meeting. The list shall be open to the examination of any shareholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any shareholder who is present.

ARTICLE VIII – Advisers

Section 1. Company Business. The business and affairs of this company shall be managed by its Board of Advisers, five (5) in number. The advisers need not be residents of this State, however, they shall be shareholders in the company. They shall be elected by the shareholders in the company. They shall be elected by the shareholders at the annual meeting of shareholders of the company, and each adviser shall be elected for the term of one (1) year, and until his successor shall be elected and shall qualify or until his earlier resignation or removal.

Section 2. Regular Meetings: Regular meetings of the Board shall be held without notice, at least quarterly, at the registered office of the company, or at such other time and place as shall be determined by the Board.

Section 3. Special Meetings: Special meetings of the Board may be personally or by mail, fax and/or email; special meetings shall be called by the Chief Operations Manager or Secretary in like manner and on like notice on the written request of a majority of the advisers in office.

Section 4. Quorum: A majority of the total number of advisers shall constitute a quorum for the transaction of business.

Section 5. Consent in Lieu of Meeting: Any action required or permitted to be taken at any meeting of the Board of Advisers, or of any committee thereof, may be taken without a meeting if all members of the Board of Committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or Committee. The Board of Advisers may hold its meetings, and have an office or offices, outside of the State of Florida.

Section 6. Conference Telephone: One or more advisers may participate in a meeting of the Board, or a committee of the Board or of the shareholders, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; participation in this manner shall constitute presence in person at such meeting.

Section 7. Compensation: Advisers, as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance at each regular or special meeting of the Board PROVIDED, that nothing herein containing shall be construed to preclude any adviser from serving the company in any other capacity and receiving compensation therefor.

Section 8. Removal: Any manager or the entire Board of Advisers may be removed, with or without cause, by the holders of a majority of the membership units then entitled to vote at an election of advisers, except that when cumulative voting is permitted, if less than the entire Board is to be removed, no adviser may be removed without cause if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Advisers, or, if there be classes of advisers, at an election of the class of advisers of which he is a part.

ARTICLE IX – Managers

Section 1. The managers of the company shall be chosen by the members and shall consist of a Chairman, Chief Operations Manager, Secretary, Jurisprudence Manager, and Chief Financial Manager. The Board of Advisers may also choose a one or more Assistant Managers and such other managers as it shall deem necessary. Any number of offices may be held by the same person.

Section 2. Salaries: Salaries of all managers and agents of the company shall be fixed by the Board of Advisers. Periodic manager salary increases shall be considered and evaluated based upon each managers department experience, annual productivity, and/or other merits.

Section 3. Term of Office: The managers of the company shall hold office for at least two (2) years or until their successors are chosen and have qualified. Any manager or agent elected or appointed by the Board may be removed by the Board of Advisers whenever in its judgment the best interest of the company will be served thereby.

Section 4. Chairman: The Chairman shall preside at all meetings of the shareholders and advisers; he shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the advisers to delegate any specific powers, except such as may be by statute exclusively conferred on the Chairman, to any other manager or managers of the company. He shall execute notes, bonds, mortgages and other contracts requiring a seal, under the seal of the company.

Section 5. Chief Operations Manager: The Chief Operations Manager shall attend all sessions of the Board. The Chief Operations Manager shall be the Chief Executive Manager of the company; he shall have general and active management of the business of the company, subject, however, to the right of the advisers to delegate any specific powers, except such as may be by statute exclusively conferred on the Chief Operations Manager, to any other manager or managers of the company. He shall have the general power and duties of supervision and management usually vested in the office of Chief Operations Manager of a company.

Section 6. Secretary: The Secretary shall attend all sessions of the Board and all meetings at the shareholders and act as clerk thereof, and record all the votes of the company and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for all committees of the Board of Advisers when required. He/she shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Advisers, and shall perform such other duties as may be prescribed by the Board of Advisers or Chief Operations Manager, and under whose supervision he shall be. He/she shall keep in safe custody the company seal of the company, and when authorized by the Board, affix the same to any instrument requiring it.

Section 7. Jurisprudence Manager: The Jurisprudence Manager shall attend all sessions of the Board of Advisers as well as all meetings of the shareholders and act as legal counsel for the company. She/he shall review all in-coming and out-going business correspondence of the company. Furthermore, she/he shall be actively involved in the drafting of all notes, bonds, mortgages, and/or contracts. In matters regarding due diligence for company acquisitions, she/he shall be responsible for conducting said due diligence and/or establishing a due diligence committee in order to perform the same. She/he shall perform the legal counsel duties for the company, and, to delegate any specific powers, except such as may be by statute exclusively conferred on the Jurisprudence Manager, to a committee or committees formed to perform specific duties of the company. She/he shall have the general power and duties of supervising said committee(s) on behalf of a company.

Section 8. Chief Financial Manager: The Chief Financial Manager shall have custody of the company funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the company, and shall keep the moneys of the company in separate accounts to the credit of the company. He shall disburse the funds of the company as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chief Operations Manager and Advisers, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Chief Financial Manager and of the financial condition of the company.

Section 9. Treasurer: The Treasurer shall be entrusted with the receipt, care, and disbursement of the organizations funds. He/she shall work as an assistant with the Chief Financial Manager and shall be in attendance at each meeting.

Section 10. Sergeant at Arms: The Sergeant at Arms, under the direction of the presiding Chairman, maintains order and decorum among the members and all persons present at a meeting and may even expel persons from the meeting. He may act as doorkeeper and is responsible for admitting only eligible persons. He acts as usher or directs the ushers and is generally responsible for the comfort and convenience of the assembly. In some organizations it is his duty to arrange the meeting equipment, such as chairs and tables. In small organizations he may perform these duties personally, but in large organizations he may have a staff of assistant sergeant at arms.

ARTICLE X – Vacancies.

Section 1. Any vacancy occurring in any office of the company by death, resignation, removal or otherwise, shall be filled by the Board of Advisers. Vacancies and newly created adviser-ships resulting from any increase in the authorized number of advisers may be filled by a majority of the advisers then in office, although not less than a quorum, or by a sole remaining adviser. If at any time, by reason of death or resignation or other cause, the company should have no advisers in office, then any manager or any shareholder or an executor, administrator, trustee or guardian of a shareholder, or other fiduciary entrusted with like responsibility for the person or estate of shareholder, may call a special meeting of Shareholders' in accordance with the provisions of these Articles of Organization.

Section 2. Resignations Effective at Future Date: When one or more advisers shall resign from the Board, effective at a future date, a majority of the advisers then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

ARTICLE XI – Company Records.

Section 1. Any shareholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the company's acquisition ledger, a list of its Shareholders', and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a Shareholder. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the Shareholder. The demand under oath shall be directed to the company at its registered office in this state or at its principal place of business.

ARTICLE XII – Member Interests, Certifications, Dividends, etc.

Section 1. Interests: The membership interests of the company shall be numbered and registered in the member ledger and transfer books of the company as they are issued. They shall bear the company seal and shall be signed by the Chief Operations Manager.

Section 2. Transfers: Transfers of membership interests shall be made on the books of the company upon surrender of the certificates therefore, endorsed by the person named in the certificate, or by attorney, lawfully constituted in writing. No transfer shall be made which is inconsistent with law.

Section 3. Lost Certificate: The company may issue a new certificate of membership interest in the place of any certificate theretofore signed by it, alleged to have been lost, stolen or destroyed, and the company may require the owner of the lost, stolen or destroyed certificate, or his legal representative to give the company a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 4. Record Date: In order that the company may determine the Shareholders entitled to notice of or to vote at any meeting of Shareholders or any adjournment thereof, or the express consent to company action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or for the purpose of any other lawful action, the Board of Advisers may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action.

If no record date is fixed:

- (a) The record date for determining Shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.
- (b) The record date for determining Shareholders entitled to express consent to company action in writing without a meeting, when no prior action by the Board of Advisers is necessary, shall be the day on which the first written consent is expressed.
- (c) The record date for determining Shareholders' for any other purpose shall be at the close

of business on the day on which the Board of Advisers adopts the resolution relating thereto.

- (d) A determination of Shareholders' of record entitled to notice of or to vote at a meeting of Shareholders' shall apply to any adjournment of the meeting; provided, however, that the Board of Advisers may fix a new record date for the adjourned meeting.

Section 5. Dividends: The Board of Advisers may declare and pay dividends upon the outstanding certificates of membership of the company from time to time and to such extent as they deem advisable, in the manner and upon the terms and conditions provided by the statute and articles of organization.

Section 6. Reserves: Before payment of any dividend there may be set aside out of the net profits of the company such sum or sums as the advisers, from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the company, or for such other purpose as the advisers shall think conducive to the interests of the company, and the advisers shall think conducive to the interests of the company, and the advisers may abolish any such reserve in the manner in which it was created.

ARTICLE XIII. Miscellaneous Provisions.

Section 1. Checks: All checks or demands for money and notes of the company shall be signed by such manager or managers as the Board of Advisers may from time to time designate.

Section 2. Fiscal Year: The fiscal year shall begin on the first day of January.

Section 3. Notice: Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail, by fax, or by telegram, charges prepaid, to his address appearing on the books of the company, or supplied by him to the company for the purpose of notice. If the notice is sent by mail, fax or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, faxed or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting of Shareholders', the general nature of the business to be transacted.

Section 4. Waiver of Notice: Whenever any written notice is required by statute, or by the Certificate or the Articles of Organization of this company a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting of Shareholders', neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. Disallowed Compensation: Any payments made to a manager or employee of the company such as a salary, commission, bonus, interest, rent, travel or entertainment expense incurred by him/her, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such manager or employee to the

company to the full extent of such dis-allowance. It shall be the duty of the advisers, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the manager or employee, subject to the determination of the advisers, proportionate amounts may be withheld from his future compensation payments until the amount owed to the company has been recovered.

Section 6. Resignations: Any adviser or other manager may resign at anytime, such resignation to be in writing, and to take effect from the time of its receipt by the company, unless some time be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

ARTICLE XIV – Annual Statements.

Section 1. The Chief Operations Manager and Board of Advisers shall present at each annual meeting a full and complete statement of the business and affairs of the company for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of Advisers shall deem advisable and shall be verified by a certified public accountant.

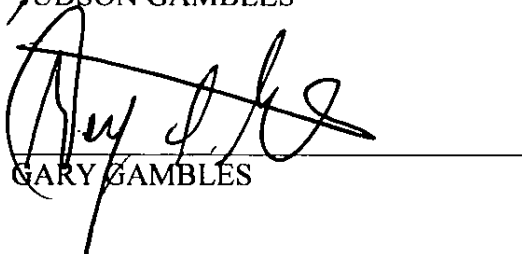
ARTICLE XV – Amendments.

Section 1. These Articles of Organization may be amended or repealed by the vote of Shareholders' entitled to cast thereon, at any regular or special meeting of the Shareholders', duly convened after notice to the Shareholders' of that purpose.

ARTICLE XVI – Required Signatures.

Section 1. Signatures of a member or and authorized representative of a member.


HUDSON GAMBLES


GARY GAMBLES

15 SEP 28 AM 9:13
NOTARY OF STATE
AT WASHINGTON, D.C.

CL