

Division of Corporations

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FLORIDA LIMITED LIABILITY CO.  
MetroCAN, LLC

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**ARTICLES OF ORGANIZATION  
OF  
METROCAN, LLC**

The undersigned, an authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company"), under the Florida Revised Limited Liability Company Act (Chapter 605, Florida Statutes) and in accordance with F.S. § 605.0201.

**1. Name.** The name of the Company is:

MetroCAN, LLC

**2. Mailing Address and Street Address of Principal Office.** The mailing address and the street address of the principal office of the Company is c/o Metropolitan Charities, Inc., 3251 3<sup>rd</sup> Avenue North, Suite 125, St. Petersburg, Florida 33713.

**3. Name and Street Address of Initial Registered Agent.** The name and street address of the Company's initial registered agent is Cross Street Corporate Services, LLC, 200 South Orange Avenue, Sarasota, Florida 34236.

**4. Management.** The Company shall be a manager-managed company.

Managers may be appointed or removed in the manner provided in the Operating Agreement of the Company.

**5. Existence.** In accordance with F.S. § 605.0207, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.

**6. Amendment.** These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

**7. Purposes.** The purposes for which the Company is organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the Company shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable purposes, including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the Company which are not inconsistent with its purposes;

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B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the Managers, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Company.

The specific nature, objects and purposes of the Company shall be to own and manage real property to be primarily used by its member not-for-profit corporations for the delivery of services in accordance with their charitable purposes and to otherwise support the charitable purposes of the Company's members.

The Company shall have all powers necessary to effectuate such purposes, provided, however, that it shall at all times meet such standards in all its activities as are or may be set by the laws of the State of Florida and/or the United States.

No part of the net earnings of the Company shall inure to the benefit of or be distributable to its managers, officers, or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Company shall not carry on any activities not permitted to be carried on by a Company exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

8. Dissolution. Upon the dissolution of the Company, the Company's member shall, after paying or making provisions for the payment of all of the liabilities of the Company, distribute all of the remaining assets of the Company to either: (i) the Company's members or (ii) to such other organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

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### ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 605.0201(2)(c) and 605.0113, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Revised Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

Cross Street Corporate Services, LLC,  
a Florida limited liability company

By: 

John L. Moore

As its Vice President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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