

L190000072856

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

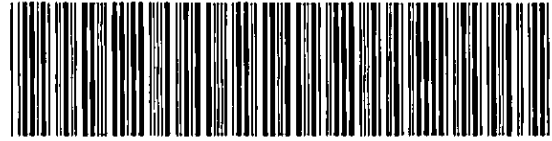
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100326706131

FILED
19 MAR 21 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/21/19--01003--008 **125.00

RECEIVED
19 MAR 21 PM 1:34

MAR 22 2019

T SCHROEDER

BRYANT MILLER OLIVE P.A.

Requester's Name

101 North Monroe St., Suite 900

Address

Tallahassee, FL 32301 (850) 222-8611

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Big Red Class of 79, LLC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☐ Profit

☐ Not for Profit

☒ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

COVER LETTER

**TO: New Filing Section
Division of Corporations**

SUBJECT: Big Red Class of 79, 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:

Charles L. Cooper Jr.

Name of Person

Bryant Miller Olive P.A.

Firm/Company

101 North Monroe Street, Suite 900

Address

Tallahassee, FL 32301

City/State and Zip Code

ccooper@bmlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Charles L. Cooper Jr.

850

222-8611

at ()

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
OF
BIG RED CLASS OF 79, LLC**

FILED
19 MAR 21 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 605 of the Florida Statutes (the "Florida Revised Limited Liability Company Act" or the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida does set forth the following:

1. NAME

The name of the limited liability company is Big Red Class of 79, LLC (hereinafter referred to as the "Company").

2. PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing of these Articles of Organization until the first to occur of the following:

- (i) Dissolution of the Company pursuant to the provisions of the Florida Revised Limited Liability Company Act; or
- (ii) By the mutual written agreement of the Members (as such term is hereafter defined) holding a majority percentage of the outstanding membership interests in the Company; or
- (iii) As provided for in any written (i) resolutions or consents signed by a majority of the Members; or (ii) Operating Agreement executed by all of the Members.

3. PURPOSES/PERMITTED ACTIVITIES

The Company is organized for the sole purposes of planning and organizing the forty (40) - year class reunion of the members of the Leon High School Class of 1979 (the "Class"), and to

engage in to engage in any lawful activities incidental thereto. Such activities may include, without limitation, (i) entering into contracts with third party vendors for the rental of event venues and facilities, food, beverages and entertainment, and contracts for other products and services related to reunion events and activities; (ii) funds from members of the Class contributed to fund, pay for (or offset the costs of) any contracts or agreements entered into pursuant to the preceding clause (i) and to apply to the payment of costs of the reunion events. All funds collected by the Company shall be held by the Company for the benefit of the Class, to be applied for the purposes provided for herein. Any excess remaining after the payment of all costs and expenses incurred in connection with the reunion may be held in a separate bank account established by the Company or one of its Members for such purpose to be applied to the costs of future class reunions of the Class. In furtherance of such purposes, the Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

The Company shall not engage in any business or activity for profit, investment or the production of income; provided, however, that the Company may (but shall have not obligation to) deposit funds received from members of the Class in one or more interest bearing deposit accounts.

4. ADDRESS OF PLACE OF BUSINESS

The mailing address and the street address of the place of business for the Company is 101 N. Monroe Street, Suite 900, Tallahassee, Florida 32301. Such address may be changed from time to time as provided in the Operating Agreement.

5. REGISTERED AGENT

The initial registered agent in Florida for the Company is Charles L. Cooper, Jr., and the initial registered office is located at 101 N. Monroe Street, Suite 900, Tallahassee, Florida 32301.

It is hereby disclosed that the initial registered agent, Charles L. Cooper, Jr., is a licensed Florida attorney employed by the law firm of Bryant Miller Olive P.A. ("BMO"). The appointment of Charles L. Cooper, Jr., as the registered agent for the Company is made in his individual capacity and not in the capacity of attorney or legal counsel to the Company or any of its Members. No attorney-client relationship is created between the Company and either of Charles L. Cooper, Jr. or BMO by reason of such appointment. The duties and authority of said initial registered agent by this appointment are limited to the duties and authority of a limited liability company registered agent under the Act.

6. **MEMBERS**

The members of the Company (collectively, the "Members" and each separately, a "Member") shall consist of the members of the Leon High School Class of 1979 Reunion Committee, as the same may be comprised from time to time. Any member of the Class shall be eligible to be a Member. The Company may admit other persons as Members upon the written consent of a majority of the then existing Members, so long as such person is a member of the Class.

7. **CONTINUITY OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members (if any) of the Company.

8. **MANAGEMENT**

The management of the Company shall be vested in its Members. The Members may, by majority consent, appoint one or more Managers to act on behalf of the Company. Any Manager

FILED
19 MAR 21 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

shall have the powers, duties and authority expressly granted by the Members in connection with his/her appointment as a Manager, or as set forth in a written Operating Agreement (if any), signed by the Members

9. INDEMNIFICATION

To the full extent permitted by the Florida Revised Limited Liability Company Act, but except as expressly limited by the Operating Agreement (if any), the Company shall indemnify any Member, Manager (or former Member or former Manager) from any and all liabilities, losses, costs, claims or damages incurred by such Member or Manager (or former Member or former Manager) arising out of (i) such person's ownership of a membership interest in the Company; or (ii) any act of such person that was made in his, her or its capacity as a Member.

Executed at Tallahassee, Florida, this 21st day of March, 2019, by the undersigned person, who is the authorized representative of the Company and its prospective Members solely for the purpose of executing and filing these Articles.

AUTHORIZED REPRESENTATIVE

Charles L. Cooper, Jr.

19 MAR 21 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of BIG RED CLASS OF 79, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 605.0113, Florida Statutes, and is herewith simultaneously designated as registered agent by BIG RED CLASS OF 79, LLC.

Executed this 21st day of March, 2019.

REGISTERED AGENT:


Charles L. Cooper, Jr.

**FOR THE LIMITED LIABILITY
COMPANY:**

BIG RED CLASS OF 79, LLC,
a Florida limited liability company

By: 

Charles L. Cooper, Jr.

Title: Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

19 MAR 21 AM 9:41

FILED