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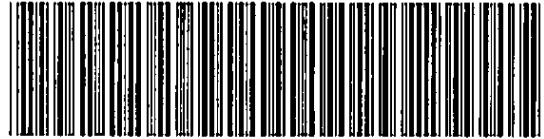
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COVER LETTER

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

SUBJECT: Pet Paradise-Fleming Island, 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:

Joy L. LaWarre, Paralegal

Name of Person

American Pet Resort, LLC

Firm/Company

1551 Atlantic Blvd., Suite 200

Address

Jacksonville, Florida 32207

City/State and Zip Code

jlawarre@petparadisecorp.com

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

For further information concerning this matter, please call:

Joy L. LaWarre 904 363.3330

Name of Person at () Daytime Telephone Number
Area Code

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
PET PARADISE-FLEMING ISLAND, 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-Fleming Island, LLC (the "Company").

ARTICLE II – ADDRESS

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

1551 Atlantic Blvd., Suite #200
Jacksonville, Florida 32207

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 1551 Atlantic Blvd., Suite #200, Jacksonville, Florida 32207 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

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or officer within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses 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 2nd day of December, 2019.




William L. Joel, Esq.,
Authorized Representative

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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 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: December 2, 2019



William L. Joel, Esq.

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