

L2200010797

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

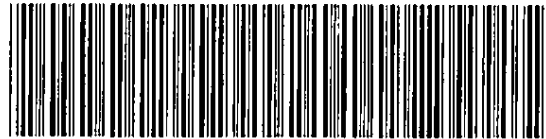
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

J DENNIS

SEP - 1 2013

Office Use Only



400414190664

FILED
SECRETARY OF STATE
2013 SEP - 1 PM 2:19

RECEIVED
2013 SEP - 1 PM 1:13
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF ROY C. JONES
CFRE, LLC (N/K/A FIT FUNDRAISING LLC), A FLORIDA LIMITED LIABILITY
COMPANY**

The original Articles of Organization for this Limited Liability Company were filed on March 2, 2022 and assigned Florida document number L22000107974. This Restatement and Amendment is submitted to amend and restate those Articles of Organization

The undersigned members hereby execute and acknowledge the following Amended and Restated Articles of Organization for the purpose of maintaining a limited liability company under the Revised Limited Liability Company Act of Florida.

Article I: Name of Limited Liability Company

The name of the limited liability company shall be amended from Roy C. Jones CFRE. The new name of the limited liability company is Fit Fundraising LLC.

Article II: Principal Place of Business

The street address of the company's principal place of business is 1331 Amberlea Drive E Dunedin, FL 34698.

Article III: Registered Agents

3.1 Name and Status of Registered Agent

The name of the registered agent for service of process is, and shall remain Roy C. Jones,. This registered agent is the Manager of the limited liability company. By the act of signing these Amended and Restated Articles of Organization, Roy C. Jones accepts and acknowledges his appointment as registered agent for Fit Fundraising LLC.

3.2 Address of Registered Agent

The address of the registered agent for service of process is 1331 Amberlea Drive E Dunedin, FL 34698.

Article IV: Name and Address of Each Organizer

The name and business address of each organizer is:

Roy C Jones
Manager/Member
1331 Amberlea Drive E
Dunedin, FL 34698

FILED
SECRETARY OF STATE
2023 SEP -1 PM 2:19

Article V: Perpetual Duration

The period of duration of Fit Fundraising, LLC is perpetual.

Article VI: Form of Management

4.1 Management

The management of Fit Fundraising, LLC shall be vested in the members. The names and street addresses of the members are:

Roy C Jones
Manager/Member
1331 Amberlea Drive E
Dunedin, FL 34698

Melinda Jones
Member
1331 Amberlea Drive E
Dunedin, FL 34698

A Manager shall be elected at each regular member meeting as described herein and shall serve a one (1) year term.

4.2 Voting

There exist among the members, a total of three (3) Membership Interests in the Limited Liability Company. Two membership interests (2) are held by Roy C Jones, and one (1) is held by Melinda Jones. Thus, the total percentages of Membership Interests are as follows:

NAME	PERCENTAGE OF SHARES
Roy C Jones (2 Membership Interests)	66.67%
Melinda Jones (1 Membership Interest)	33.33%

Each membership interest has one vote on each matter on which the membership interest is entitled to vote. Cumulative voting is not allowed. In all member votes, a majority in interest shall be decisive. A quorum shall exist if a majority of the Membership Interests entitled to vote are present. In the event of deadlock between the members, the Manager may cast an additional deciding vote.

4.3 Company Actions

(a) Any action required by the Florida Limited Liability Company Act, and any amendments to that act, shall be taken at any annual or special meeting of Members of the Limited Liability Company;

(b) Alternatively, any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.

(c) Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

(d) Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

4.4 Indemnification

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

(1) Any breach of his or her duty of loyalty to the company, or to its members;

(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the company or its members.

(4) An action for which the manager is liable at law and for which an

indemnification is not allowed.

4.5 Meetings

The company shall hold an annual member meeting at its address on January 15th of each year, or at such other time and place as the members may agree, subject to the requirements of Florida law. A special member meeting can be held on seven days written notice at the request of any member.

4.6 Minutes

The minutes of meetings will summarize the discussion that occurred. Decisions reached at the meeting will be reflected in the minutes of meetings and may form the basis of a memorandum of agreement between the members and shall be taken by a party designated by the members. The minutes shall be produced and submitted for joint review and approval to the members within 20 days after each meeting. The minutes shall include a list of action items and designation of the responsible party for the assignment, along with a time frame for completion.

Article VII: Purpose

Fit Fundraising, LLC has been formed for the following purposes: any lawful business or purpose permitted by the laws of Florida.

Article VIII: Right to Continue Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in Fit Fundraising, LLC the remaining members have the right under the operating agreement to continue the business of Fit Fundraising, LLC.

Article IX: Tax Treatment

Fit Fundraising, LLC is intended to be treated as a limited liability company for purposes of federal income taxation.

Article X: Certificate of Membership

A member's interest in Fit Fundraising, LLC will be evidenced by a certificate of membership interest signed by the Manager, which may not be assigned or transferred without the express written consent of the members.

Article XI: Capital and Additional Members

Members shall be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. There are no

preemptive rights on behalf of any Member.

Executed by the undersigned organizers on September 1, 2023.

ORGANIZER/REGISTERED AGENT/MANAGER:

By: 
Roy Jones (Sep 1, 2023 11:41 EDT)
Roy C. Jones