

L96000000633

David and Christopher Akers
3934 S. Dale Mabry Hwy.
Tampa, FL 33611

City, State & Zip

Phone #

FILED

96 MAY 31 PM 4:13

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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

1. Phikent, S.C.
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN JUN - 5 1996

Articles of Organization

Articles of Organization
of
PhiKnight, L.C.
Under and pursuant to Statute 608 of the
Limited Liability Company Law of the State of Florida

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TALLAHASSEE, FLORIDA

The undersigned, being the organizers of the Limited Liability Company, do hereby certify as follows:

(a) The name of the Limited Liability Company is:

PhiKnight, L.C.

(b) The period of the Limited Liability Company's duration shall be perpetual.

(c) The principal office of the Limited Liability Company shall be located at:

**3934 South Dale Mabry Highway
Tampa, Florida
33611**

(d) The Limited Liability Company shall have a registered agent. The address of the initial registered office of the Limited Liability Company shall be 3934 S. Dale Mabry Hwy. Tampa, Florida 33611, and the name of the registered agent of the Limited Liability Company at the address is David Michael Akers.

(e) The Limited Liability Company reserves the right to admit new members by unanimous vote of existing members.

(f) The remaining members of the Limited Liability Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of the Limited Liability Company.

(g) The Limited Liability Company will be managed exclusively by the members of the Limited Liability Company. The managing members of the Limited Liability Company are David Michael Akers and Christopher Holden Akers.

(h) The members of the Limited Liability Company elect to include the following additional provisions in these Articles of Organization for the regulation of the internal affairs of the Limited Liability Company:

(1) The Limited Liability Company may carry on and engage in any lawful business of purpose permitted under state law.

(2) The Limited Liability Company mandates that the minimum number of members in the Limited Liability Company shall be two (2).

(3) All capital contribution commitments must be performed by a member of the Limited Liability Company.

(4) All capital contributions must be approved by a majority of the non-contributing members.

(5) Management of the Limited Liability Company rests with the members in relative proportion to their capital accounts.

(6) Members of the Limited Liability Company cannot admit new members without the unanimous consent of the members.

(7) Only members of the Limited Liability Company can contract Limited Liability Company debts.

(8) A member of the Limited Liability Company, before withdrawing from the Limited Liability Company, must give six (6) months written notice.

(9) A member cannot assign his/her Limited Liability Company interest, in whole or part, without the approval of a majority of the non-assigning members.

(10) The unanimous consent of the members is required for an assignee to become a member of the Limited Liability Company.

(11) Internal disputes of the Limited Liability Company are to be settled in the following methods:

(I) If the Limited Liability Company has only two (2) members, the dispute shall be settled by a third party mediation. The mediator must be agreed upon by both members and the decision shall be legally binding. In the event that no mediator can be agreed upon, the Limited Liability Company shall be dissolved and the assets liquidated and split proportionately among the members according to their interest and contributions.

(II) If the Limited Liability Company has three (3) or more members, the dispute shall be settled by a majority vote of the members proportionate to their interest and contributions. If no majority can be reached, the dispute shall be settled by a third party mediation. The mediator must be agreed upon by all members and the decision shall be legally binding. In the event that no mediator can be agreed upon, the Limited Liability Company shall be dissolved and the assets liquidated and split proportionately among the members according to their interest and contributions.

IN WITNESS WHEREOF, we the undersigned sign our names this 29th day of May, 1996 and affirm under penalties of perjury that the statements in these Articles are true.


David Michael Akers, Organizer


Christopher Holden Akers, Organizer

State of Florida

County of Hillsborough

On this 29th day of May, 1996 before me personally came, David Michael Akers to me known and known to me to be the individual described in and who executed the foregoing instrument, and such person duly acknowledged to me that he understood the meaning of the instrument that he executed the same as his act and deed, and as a Member of the Limited Liability Company named therein, and with full authority to act on behalf of such Limited Liability Company, and that he is over the age of 18, who presented his Florida Drivers License as identification.

Cynthia A. Vereen

Notary Public Signature CYNTHIA A. VEREEN, NOTARY PUBLIC

My commission expires: _____

State of Florida

County of Hillsborough



OFFICIAL SEAL
CYNTHIA A. VEREEN
My Commission Expires
Aug. 29, 1996
Comm. No. CC 218362

On this 29th day of May, 1996 before me personally came, Christopher Holden Akers to me known and known to me to be the individual described in and who executed the foregoing instrument, and such person duly acknowledged to me that he understood the meaning of the instrument that he executed the same as his act and deed, and as a Member of the Limited Liability Company named therein, and with full authority to act on behalf of such Limited Liability Company, and that he is over the age of 18, who presented his Florida Drivers License as identification.

Cynthia A. Vereen

Notary Public Signature CYNTHIA A. VEREEN, NOTARY PUBLIC

My commission expires: _____



OFFICIAL SEAL
CYNTHIA A. VEREEN
My Commission Expires
Aug. 29, 1996
Comm. No. CC 218362

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**Minimum Member Affidavit and
Member Listing Capital Contributions**

The Limited Liability Company has a minimum of two members. The initial members are David Michael Akers and Christopher Holden Akers.

<u>Members</u>	<u>Capital Contributed</u>	<u>Percentage Interest</u>
David Michael Akers	\$500	50%
Christopher Holden Akers	\$500	50%
Total	\$1,000	100%

Members have contributed no properties other than the US currency listed above and anticipate no more contributions.

Date: May 29, 1996

ACCEPTED AND AGREED:
PhiKnight, L.C.

Members:

David M. Akers
David Michael Akers, Member

Chris Holden Akers
Christopher Holden Akers, Member

Cynthia A. Vereen
Notary Public Signature
My commission expires:



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Acceptance of Appointment as Registered Agent

I am familiar with and accept the obligations of the position of registered agent and understand that I have been designated the registered agent for Phitnight, L.C.

David M. Akers

David Michael Akers

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