

L9600001125

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PERSISTENCE, INC., L.L.C.
(Proposed limited liability company name - must include suffix)

500001948375
-09/16/96--01077--005
****293.75 ****293.75

Enclosed is an original and one (1) copy of the articles of organization and a check for :

☐ \$285.00
Filing Fee
& Registered
Agent designation

☒ \$293.75
Filing Fee,
Registered Agent
Designation &
Certificate

☐ \$337.50
Filing Fee,
Registered Agent
Designation &
Certified Copy

☐ \$346.25
Filing Fee,
Registered Agent
Designation,
Certified Copy &
Certificate

FROM: HARRY TEMPKINS, ESQUIRE
Name (Printed or typed)

420 LINCOLN ROAD/SUITE 258
Address

MIAMI BEACH, FLORIDA 33139
City, State & Zip

305-534-8301
Daytime Telephone number

10/24 W96-

FILED
OCT 23 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
aff
honi
376A-4913

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 17, 1996

HARRY TEMPKINS, ESQ.
420 LINCOLN ROAD
SUITE 258
MIAMI BEACH, FL 33139

SUBJECT: PERSISTENCE, INC. L.C.
Ref. Number: W96000019598

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE REMOVE THE WORD "INC." FROM YOUR LIABILITY COMPANY NAME. INC. IS THE ABBREVIATION FOR INCORPORATED WHEN FILINGS A CORPORATION.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 796A00043114

ARTICLES OF ORGANIZATION
OF
PERSISTENCE, L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be PERSISTENCE, L.C. and its principal office shall be located c/o Harry Tempkins, Esquire, 420 Lincoln Road/Suite 258, Miami Beach, Florida 33139, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation, carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the pro-

party and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Articles may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of a majority of members.

On 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 the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE V
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1000.00 cash shall be paid to the limited liability company by the three members in equal shares.

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VI

PROFITS AND LOSSES

a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on such date as agreed to by a majority of the members.

b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liabi-

lity company is 420 Lincoln Road/Suite 258, Miami Beach, Florida 33139, and the name of the company's initial registered agent at that address is Harry Tempkins, Esquire.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PERSISTENCE, L.C.

Executed by the undersigned at Myrtle Beach, South Carolina on Sept 12, 1996

William D. Ratley
DAN RATLEY William D. Ratley

Phillip R. Taylor
PHILLIP R. TAYLOR

Joel A. Pellicci
JOEL PELLICCI, SR.

STATE OF ^{SC}
COUNTY OF ^{Myrtle}

BEFORE ME, the undersigned authority, personally appeared ^{William D} DAN RATLEY, PHILLIP R. TAYLOR and JOEL PELLICCI, Sr., to me well known to be the persons described in and who executed and subscribed the foregoing Articles of Organization, and they acknowledged before me that they executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Myrtle Beach SC this ^{12th} day of Sept, 1996.

Robert L. B...
NOTARY PUBLIC, State of

My Commission Expires:

Oct 10 2001

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PERSISTENCE, L.C.

2. The name and address of the registered agent and office is:


HARRY TEMPKINS, Esquire
(Name)

420 Lincoln Road/Suite 258
(P.O. Box not acceptable)

Miami Beach, Florida 33139
(City/State/Zip)

FILED
96 OCT 23 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

9/12/96
(Date)

AFFIDAVIT

STATE OF S. CAROLINA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared WILLIAM D. RATLEY, PHILLIP R. TAYLOR and JOEL PELLICCI, JR. who, after being first duly sworn, depose and say:

1. That the limited liability company, PERSISTENCE, L.C., has at least two members; in fact, it has three members, *that being the signatories to this affidavit.*

2. The actual amount of cash contribution of each member is \$ *165,000*.

3. That the agreed value of any property other than cash contributed is \$ *NONE*.

4. That the total amount of cash or property anticipated to be contributed by the members is \$ *500,000*.

FURTHER AFFIANT SAYETH NOT.

William D. Ratley
WILLIAM D. RATLEY

Phillip R. Taylor
PHILLIP R. TAYLOR

Joel A. Pellicci, Jr.
JOEL PELLICCI, JR.

Sworn to and subscribed before me
this *23* day of September, 1996.

Robert J. Smith
NOTARY PUBLIC, State of S. Carolina

My Commission Expires: *Oct 18, 2001*

The Affiants are personally
known to me or have produced
as identification.