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AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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CORPORATIONS  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. PHOENIX MARKETING INTERNATIONAL L.C.  
(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	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" 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

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

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12-10-96  
Examiner's Initials WJ

**ARTICLES OF ORGANIZATION  
OF**

**PHOENIX MARKETING INTERNATIONAL L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **PHOENIX MARKETING INTERNATIONAL L.C.**, ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 1720 El Jobean Road, Suite 101, Port Charlotte, Florida 33948 and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 10, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to marketing swimming pool and other related leisure products and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



#### **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is AmeriLawyer® Chartered, at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 7 - CAPITAL AND ADDITIONAL CAPITAL CONTRIBUTIONS**

The actual amount of cash contributed by the members as of formation of the Company is \$1,000. Thereafter each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members and pursuant to Florida Statute Section 608.412.

#### **ARTICLE 8 - MANAGEMENT**

The Managers of the Company shall be:

Operating Manager:	Tony D. Lawrence
Vice Operating Manager:	Jeffrey D. Howell
Secretary:	Jeffrey D. Howell
Treasurer:	Tony D. Lawrence

whose addresses shall be the same as the mailing address of the Company.

#### **ARTICLE 9 - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE 10 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the



remaining members, provided there are at least two remaining members.

#### **ARTICLE 11 - MANAGEMENT**

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the members of the Company are:

Jeffrey J. Howell  
1720 El Jobean Road, Suite 101  
Port Charlotte, Florida 33948

Tony D. Lawrence  
1720 El Jobean Road, Suite 101  
Port Charlotte, Florida 33948

#### **ARTICLE 12 - INDEMNIFICATION**


The Company shall indemnify a Member or Manager of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Member or Manager was a party because the Member or Manager is or was a Member or Manager of the Company against reasonable attorney fees and expenses incurred by the Member or Manager in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a Member, Manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the Members, that indemnification of the Member, Manager, employee or agent, as the case may be, is permissible in the circumstances because the Member, Manager, employee or agent has met the standard of conduct set forth by the Members. The indemnification and advancement of attorney fees and expenses for Members, Managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a Member, Manager, employee or agent of the Company, as the case may be, as a Member, Manager, partner, trustee, employee or agent of another foreign or domestic Company, Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a Member, Manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a Member, Manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a Member, Manager, employee or



agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "Member", "Manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this December 5, 1996.

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Elsie Sanchoz, Authorized Representative of the Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

AmeriLawyer® Chartered



By: Lawrence J. Spiegel, President

ARTLIMES



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

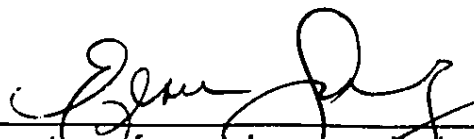
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
PHOENIX MARKETING INTERNATIONAL L.C.**

The undersigned member or authorized representative of a member of  
PHOENIX MARKETING INTERNATIONAL L.C. deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the member(s) is \$1,000.
3. if any, the agreed value of property other than cash contributed by member(s) is \$ NONE. A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by the member(s) is \$1,000.

  
\_\_\_\_\_  
Signature of a member or authorized representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



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