

L97000000886

TRANSMITTAL LETTER

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

SUBJECT: Formation of Limited Liability Company

"CYOD, L.L.C."

1 00002263821--6  
-08/11/97--01159--005  
\*\*\*\*\*337.50 \*\*\*\*\*337.50

Enclosed is an original and one (1) copy of Articles of Organization, an original and one (1) copy of the Registered Agent Designation, an original and one (1) copy of Affidavit of Membership and Contributions, and a check for \$ 337.50 (filing fee, fee for certified copy, and designation of registered agent).

FROM: Greg A. Betterton, Esq.  
915 South Tamiami Trail  
Nokomis, FL 34275  
(941) 488-4422

EFFECTIVE DATE  
8-14-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 11 AM 9:31

8-11-97  
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# ARTICLES OF ORGANIZATION

OF

CYOD, L.L.C.

EFFECTIVE DATE

a Florida Limited Liability Company

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## ARTICLE I NAME

The name of this Limited Liability Company is CYOD, L.L.C. (the "Company").

## ARTICLE II PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

## ARTICLE III ADDRESS

The mailing and street address of the Company's principal place of business is 1505 S. Tamiami Trail, Suite 401A, Venice, FL, 34292.

## ARTICLE IV DURATION

The Company's existence shall commence on August 14, 1997 and continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any

other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

## **ARTICLE V MANAGEMENT**

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

## **ARTICLE VI MEMBERS**

The names and addresses of the initial members are as follows:

DANIEL S. PESUT  
1461 Quail Lake Drive  
Venice, FL 34293

SHARON A. PESUT  
1461 Quail Lake Drive  
Venice, FL 34293

PAUL HOFFMAN  
3352 Plantation Place  
Sarasota, FL 34231

## **ARTICLE VII ADMISSION OF NEW MEMBERS**

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

## **ARTICLE VIII CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION AND MEMBER VOTING**

A. Initial Contributions. The total amount of cash or property to be initially contributed by each of the initial members of the of the Company is as follows:

<u>Name</u>	<u>Amount</u>	<u>Percentage</u>
Daniel S. Pesut	\$550.00	55%
Sharon A. Pesut	\$400.00	40%
Paul Hoffman	\$ 50.00	5%

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Regulations of the Company.

C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

#### **ARTICLE IX ADOPTION OF REGULATIONS**

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

#### **ARTICLE X AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

#### **ARTICLE XI INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 1505 S. Tamiami Trail, Suite 401A, Venice, FL 34292. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Daniel S. Pesut. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 8<sup>th</sup> day of AUGUST, 1997.

AUTHORIZED REPRESENTATIVE  
OF CYOD, L.L.C.

  
DANIEL S. PESUT, MEMBER

STATE OF FLORIDA     )  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of AUGUST, 1997, by Daniel S. Pesut, as Authorized Representative of CYOD, L.L.C., who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.



GREG BETTERTON  
My Commission GC482052  
Expires Jul. 19, 1999

  
Notary Public, State of Florida  
My Commission Expires:


## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED MEMBER or authorized representative of a member of CYOD,  
L.C., deposes and says:

1. That the above-named limited liability company has at least two (2) members.
2. That the total amount of cash contributed by the members is \$1,000.00
3. That the total amount of cash or property anticipated to be contributed by members  
is \$ - 0 -. This total includes amounts from paragraph 2 above.

5. That he is the authorized representative of a member of CYOD, L.C.

Further Affiant sayeth naught.

  
DANIEL S. PESUT  
Affiant

STATE OF FLORIDA     )  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of  
August, 1997, by DANIEL S. PESUT, as Authorized Representative of Member  
Daniel S. Pesut, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year  
first written above.



GREG BETTERTON  
My Commission CC482062  
Expires Jul. 19, 1999

  
Notary Public, State of Florida  
My Commission Expires:

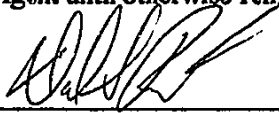
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## ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article XI of these Articles of Organization, the undersigned Registered Agent does hereby state that he is familiar with, and accepts the obligations of his position as Registered Agent and designates as his location for service of process as:

DANIEL S. PESUT  
1505 South Tamiami Trail, Suite 401A  
Venice, FL 34292

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

  
\_\_\_\_\_(SEAL)  
DANIEL S. PESUT

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