

L98000001224

Foley + Lardner

Requestor's Name

Address

877-8237

City/State/Zip

Phone #

Office Use Only

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL 27 PM 2:08

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

1. Toasty toes, LLC. CM  
(Corporation Name) (Document # 27)
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 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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-07/23/98--01061--001  
\*\*\*\*285.00 \*\*\*\*285.00

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 23, 1998

FOLEY & LARDNER

TALLAHASSEE, FL

SUBJECT: TOASTY TOES, L.L.C.  
Ref. Number: W98000016816

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TALLAHASSEE, FLORIDA

We have received your document for TOASTY TOES, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In addition to the ARTICLES OF ORGANIZATION, the company must submit a completed and signed AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use the attached form.

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 698A00039070

## **ARTICLES OF ORGANIZATION**

**OF**

**TOASTY TOES, L.L.C.**

**THE UNDERSIGNED**, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, hereby adopt the following Articles of Organization for such Limited Liability Company:

### **ARTICLE I**

#### **Name**

The name of the Limited Liability Company is:

Toasty Toes, L.L.C.

### **ARTICLE II**

#### **Duration**

The duration of the Limited Liability Company shall be from the date of filing until terminated by operation of law or by some provision of the Company's Regulations.

### **ARTICLE III**

#### **Business and Activities**

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

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## **ARTICLE IV**

### **Mailing and Street Address**

The address of the place of business in Florida for the Limited Liability Company is 2105 Park Avenue, Suite 29, Orange Park, Florida 32073.

## **ARTICLE V**

### **Initial Registered Agent**

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

Charles T. Nichols  
2105 Park Avenue, Suite 29  
Orange Park, Florida 32073.

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## **ARTICLE VI**

### **Additional Members**

Additional members may be admitted as members of the Limited Liability Company upon unanimous agreement of the then existing members, as further described in the Company's Regulations.

## **ARTICLE VII**

### **Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the consent of all the remaining members of the Company.

## ARTICLE VIII

### Management

The Company is to be managed by the members in the manner set forth in the Regulations. The names and addresses of the members of the Company are set forth below:

Charles T. Nichols  
2105 Park Avenue, Suite 29  
Orange Park, Florida 32073.

Heath Richardson  
2105 Park Avenue, Suite 29  
Orange Park, Florida 32073

IN WITNESS WHEREOF, these Articles have been executed by the undersigned members this 6 day of July, 1998.

  
Charles T. Nichols

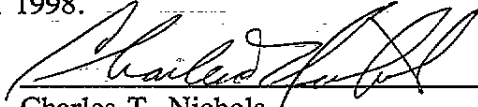
  
Heath Richardson

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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, a resident in the State of Florida, having been named in Article V of the foregoing Articles of Organization as the initial registered agent at the office designated therein, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with and hereby accepts the obligations set forth in Section 608.415 of the Florida Statutes.

EXECUTED this 6 day of July, 1998.

  
Charles T. Nichols

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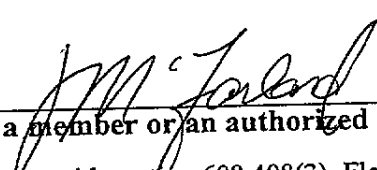
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### Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Toasty Toes, L.L.C.

certifies:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the member(s) is \$ 0;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 10,204.  
(See description of anticipated contributions attached)

  
Signature of a member or an authorized representative of a member.

(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.)

Jeffrey M. McFarland, attorney-in-fact  
Typed or printed name of signer

Filing Fee: \$250.00 for Articles and Affidavit

## ANTICIPATED CAPITAL CONTRIBUTIONS BY MEMBERS

Cash	\$ 5,000.00
Property*	<u>5,204.00</u>
<b>Total</b>	<b><u>\$10,204.00</u></b>

\* The property anticipated to be contributed by members consists of an assignment of all intellectual property rights associated with a proprietary neoprene ski sock.

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