

Friday, February 5, 1999

Division of Corporations

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Florida Department of State  
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## LIMITED LIABILITY COMPANY

~~TADCO, L.L.C.~~

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 18, 1999

TODIBON ENTERPRISES, L.L.C.  
928D MAR WALT DR  
FT WALTON BEACH, FL 32547

SUBJECT: TODIBON ENTERPRISES, L.L.C.  
REF: W99000003101

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Diane Cushing  
Corporate Specialist

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Feb-18-99 12:22P Bruce A. Haught, P.A.  
Feb-17-99 02:13P Bruce A. Haught, P.A.

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Prepared by:  
Bruce A. Haught, P.A.  
P.O. Box 5017  
Destin, FL 32540

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## ARTICLES OF ORGANIZATION OF TODIBON ENTERPRISES, L.L.C.

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

### ARTICLE I NAME

The name of this limited liability company shall be TODIBON ENTERPRISES, L.L.C.

### ARTICLE II DURATION

This limited liability company shall exist no longer than Twenty Five (25) years from the date of filing with the Department of State.

### ARTICLE III PURPOSE AND POWERS

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

### ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the limited liability company is at 928D Mar Walt Dr., Ft. Walton Beach, FL 32547. The mailing address of the limited liability company is 928D Mar Walt Dr., Ft. Walton Beach, FL 32547.

### ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 928D Mar Walt Dr., Ft. Walton Beach, FL 32547, and the name of the initial registered agent at that address is Thomas A. Dlabal.

### ARTICLE VI CAPITAL

The capital of the limited liability company shall exist in \$1,000.00 in cash. The total anticipated contribution to the limited liability company is \$1,000.00.

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**ARTICLE VII**  
**MANAGEMENT**

The management will consist of two (2) managers. Each member shall elect One (1) manager. The names and addresses of the initial managers of the limited liability company are as follows:

Thomas A. Dlahai  
83 Poquito Rd.  
Shalimar, FL 32579

Kathleen P. Dlahai  
83 Poquito Rd.  
Shalimar, FL 32579

Management shall be by all persons above named.

**ARTICLE VIII**  
**QUORUM**

A quorum of the managers consists of Fifty Percent (50%) of the total number of managers.

**ARTICLE IX**  
**MANAGEMENT ACTION**

All of the Managers of the Company entitled to vote, represented in person or by proxy, shall be required for all management action.

**ARTICLE X**  
**COMPENSATION OF MANAGERS**

Compensation of management will be determined by unanimous vote of the managers.

**ARTICLE XI**  
**MANAGEMENT MEETINGS**

No action by management can be taken without a meeting of the managers. All regularly scheduled management meetings must be preceded by at least two days notice of meeting, setting forth the date, time, place and purpose of the meeting.

**ARTICLE XII**  
**SPECIAL MEETINGS**

All special meetings of the managers must be preceded by at least two days notice of meeting, setting forth the date, time, place and purpose of the meeting.

**ARTICLE XIII**  
**INITIAL MEMBERS**

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The names and addresses of the members of this limited liability company are as follows:

Thomas A. Dlahal  
83 Poquito Rd.  
Shalimar, FL 32579

Kathleen P. Dlahal  
83 Poquito Rd.  
Shalimar, FL 32579

#### **ARTICLE XIV** **ADDITIONAL MEMBERS**

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

#### **ARTICLE XV** **MEMBERSHIP MEETINGS**

All notices of annual membership meetings must include a detailed description of the purpose or purposes for which the meeting is called.

#### **ARTICLE XVI** **DISPOSAL OF ASSETS**

The sale, lease, exchange or other disposal of all, or substantially all, of the company's property, with or without good will, other than in the usual and regular course of business, must be approved by unanimous vote of the members.

#### **ARTICLE XVII** **DISSOLUTION**

Upon the death, retirement, resignation, expulsion or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

#### **ARTICLE XVIII** **TRANSFER OF INTEREST**

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

#### **ARTICLE XIX** **REDEMPTION OF INTEREST**

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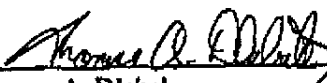
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Should any member decide to resign from the company, and desires to sell his or her entire interest in the company, that member shall first offer the interest to the remaining members of the company. If the company does not acquire his or her interest, that interest may be transferred to a third party, pursuant to the terms of Article XVIII.

**ARTICLE XX**  
**AMENDMENT OF OPERATING AGREEMENT**

The power to amend the Operating Agreement is reserved exclusively to the unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hands and seals on this the 17 day of February, 1999, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

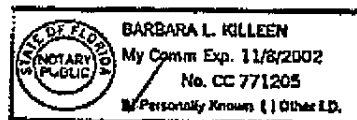
  
Thomas A. Dlabal  
Organizing Member

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of February, 1999, and who personally appeared Thomas A. Dlabal, who is personally known or who has produced \_\_\_\_\_ as identification and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 17<sup>th</sup> day of February, 1999.

  
NOTARY PUBLIC



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DIVISION OF CORPORATIONS

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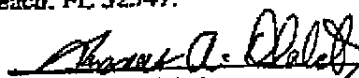
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, Florida Statutes, the following is submitted:  
TODIBON, L.L.C., desiring to organize under the laws of the State of Florida with it's  
principal place of business at 250 Lynn Dr., Santa Rosa Beach, FL 32459, has named Thomas  
A. Dlabal, as it's agent to accept service of process within the State of Florida and whose  
address is 928D Mar Walt Dr., Ft. Walton Beach, FL 32547.

  
Thomas A. Dlabal  
Organizing Member

Having been named to accept service of process for the above named limited liability  
company, at the place designated in this certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all Florida Statutes relative to the proper and  
complete performance of my duties.

Dated this the 17<sup>th</sup> day of February, 1999.

  
Thomas A. Dlabal  
Registered Agent

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**AFFIDAVIT OF ORGANIZATION  
OF TODIBON, L.L.C.**

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I, the undersigned Organizing Member of TODIBON, L.L.C., after being duly sworn, do depose and state the following:

1. There are at least two (2) members of TODIBON, L.L.C.
2. The total anticipated capital contribution to TODIBON, L.L.C., is cash with a value of \$1,000.00.
3. There is no contribution of property other than that listed in paragraph 2 above.
4. The future capital anticipated to be contributed is unknown.

Thomas A. Diabal  
Thomas A. Diabal  
Organizing Member

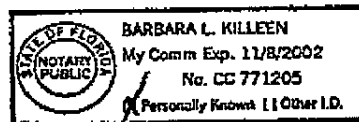
STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of February, 1999, by Thomas A. Diabal, as organizing member of TODIBON, L.L.C., on behalf of said company, who is:

☒ personally known. or  
☐ produced \_\_\_\_\_ as identification  
and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 17<sup>th</sup> day of February, 1999.

Barbara L. Killeen  
NOTARY PUBLIC



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