

TROW, APPIEGHT & PERRY  
Attorneys at Law

Number One Professional Center  
1 NE First Avenue, Suite 303  
Tallahassee, Florida 32301-6672

Richard A. Perry

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Fax 352-732-4184

E-mail Address:

rapocala@netscape.net

May 21, 1999

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

RE: Apple Pie Publishers, LLC

000002883930--E

-05/24/99--01082--007

\*\*\*\*285.00 \*\*\*\*285.00

Dear Sir/Madame:

Enclosed you will find an original, executed Articles of Organization with respect to above noted entity to be filed with the Secretary of State, along with our check in the amount of \$285.00 for the required filing fee. Your returning a copy of the filed instrument to the undersigned will be appreciated.

Thank you for your attention to this matter. If you have any questions please do not hesitate to contact our office.

Sincerely,



Richard A. Perry  
For The Firm

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20 JUN 16 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/rlw

Enclosure: \$285.00 Check  
Articles of Organization  
(original & copy)

applpi

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L99-3442

Name	OK 6-15
Availability	
Document	
Examiner	
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Acknowledgment	
W. P. Verity	



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 7, 1999

RICHARD A. PERRY  
1 NE FIRST AVENUE, SUITE 303  
OCALA, FL 34470-6632

SUBJECT: APPLE PIE PUBLISHERS, LLC  
Ref. Number: W99000012200

We have received your document for APPLE PIE PUBLISHERS, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The document must contain the names and street addresses of the members or managers of the limited liability company.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 399A00030606

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
APPLE PIE PUBLISHERS, LLC**

**ARTICLE I - NAME**

1.1 The name of this entity is APPLE PIE PUBLISHERS, LLC.

1.2 The street address of the principal office of the APPLE PIE PUBLISHERS, LLC is 1 NE First Avenue, Suite 303, Ocala, Florida 34470, and the mailing address is the same.

**ARTICLE II - DURATION**

2.1 This Limited Liability Company shall have perpetual existence, unless earlier terminated as provided in Section 608.441(1), Florida Statutes.

**ARTICLE III - PURPOSE**

3.1 This Limited Liability Company is organized under Chapter 608, Florida Statutes, for the purpose of transacting any and all lawful business.

**ARTICLE IV - MANAGEMENT**

4.1 This Limited Liability Company shall be managed by or under the authority of its members in proportion to their ownership interests and the Class thereof, whose names and addresses are:

Richard A. Perry, 1 NE First Avenue, Suite 303, Ocala, FL 34470.

Michael Yon, 628 SE 18<sup>th</sup> Street, Ocala, FL 34471.

The affidavit required by Section 608.407(2), Florida Statutes, is attached hereto as Exhibit "A".

4.2 The Regulations may establish one or more classes or groups of one or more members having the relative rights, powers and duties, including voting rights,

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TALLAHASSEE, FLORIDA

as set forth in the Regulations. The rights, powers or duties of a class or group of members may be senior to those of one or more existing class or groups of members. Initially, the members shall be divided into two (2) classes as follows:

1. Class A Member(s) which shall hold 75% of the equity of the Company, and 75% of the voting rights; and
2. Class B Member(s) which shall hold 25% of the equity of the Company, and 25% of the voting rights.

All matters of Limited Liability Company management shall be determined by a vote of the Members. Class A Members shall hold an aggregate of 600 votes allocated among them in proportion to their proportionate ownership of the Class A Membership Units. Class B Members shall hold an aggregate of 200 votes allocated among them in proportion to their proportionate ownership of the Class B Units.

Except as expressly provided in the Regulations, no member shall by reason of holding a membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe to or acquire any additional or greater membership interest in the company (or any security of the company convertible into or carrying such a right).

#### **ARTICLE V - INITIAL REGISTERED OFFICE**

5.1 The street address of the initial registered office of the Limited Liability Company is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

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## **ARTICLE VI - OWNERSHIP INTEREST / TRANSFERABILITY**

6.1 Each member's status as a member of the Limited Liability Company shall be evidenced by a certificate executed by all members of the Limited Liability Company. The Limited Liability Company shall maintain a register of its members and the address at which each desires notices and reports to be mailed.

6.2 No member's interest in the Limited Liability Company may be transferred except in strict compliance with this Paragraph and the Regulations. To accomplish a transfer, a member shall give notice of his request for a transfer together with a Transfer Request Fee of \$50.00 payable to the Limited Liability Company. The request for transfer shall designate the identity of the proposed transferee, his official address, and Social Security number.

## **VII - LIMITED LIABILITY**

7.1 Except as and to the extent the Regulations specifically provide otherwise, a member, or agent of the members, shall not be liable for the debts, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order of a court. Any repeal or modification of this Article or the Regulations shall be prospective only, and shall not adversely affect any limitation of the personal liability of a member or agent of the members of the Limited Liability Company at the time of the repeal or modification.

## **VIII - DEATH/RESIGNATION, EXPULSION, BANKRUPTCY, DISSOLUTION OF A MEMBER, OR OTHER ACT TERMINATING A MEMBER**

8.1 Death, Resignation, Etc. of a Member. If a Member dies, resigns, becomes bankrupt, dissolves, or if the existence of a Member that is a corporation

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or other legal entity terminates (the "Incapacitated Member"), or other act of dissolution occurs under Section 608.441(1), Florida Statutes, the Company shall be dissolved six (6) months after the event unless: (a) The Company is continued by the consent of a majority in interest (as such term is interpreted for purposes of Section 301.7701-2(b)(1) of the Treasury Regulations) of the remaining Members; and (b) Either there are at least two remaining Members, or a new member is admitted to the Company. If the business of the Company is continued, a Majority in Interest of the remaining Members shall elect either to: (i) permit the Incapacitated Member's successor-in-interest to continue as an Assignee or substitute Member, or (ii) cause the Limited Liability Company to redeem the interest of the Incapacitated Member on the terms set forth in the Regulations. If the Incapacitated Member's successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest shall be liable for the Incapacitated Member's obligations arising under this Agreement and the Act. The rights of the Incapacitated Member or his successors-in-interest shall be as set forth in the Operating Agreement of the Limited Liability Company.

#### **ARTICLE IX - CONFLICTS**

9.1 Any contract or other transaction between the Limited Liability Company and one or more of its members or employees in which they are interested, directly or indirectly, or between the Limited Liability Company and any corporation or association of which one or more of its members or employees have an interest, directly or indirectly shall be valid for all purposes notwithstanding the

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FLORIDA

presence of the member at the meeting of the members that act upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Limited Liability Company at the time it is authorized by the members. The Section is intended to expand the ability of the Limited Liability Company to conduct business with interested parties and shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

#### **ARTICLE X - INITIAL REGISTERED AGENT AND OFFICE**

10.1 The name of the initial registered agent of this Limited Liability Company is CHESTER J. TROW, who has signed a Certificate of Acceptance attached to these Articles of Organization to indicate his acceptance, which Certificate is incorporated herein by reference. The street address of the initial registered office where the registered agent is located is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

#### **ARTICLE XI - AMENDMENT OF ARTICLES**


11.1 The Limited Liability Company reserves the right to amend the Articles in any manner now or hereafter permitted by the law, or as provided by the Limited Liability Company's Regulations.

The undersigned affirms under penalties of perjury that the foregoing facts set forth in these Articles are true.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has executed these Articles  
of Organization this 11<sup>th</sup> day of June, 1999.

MEMBER:

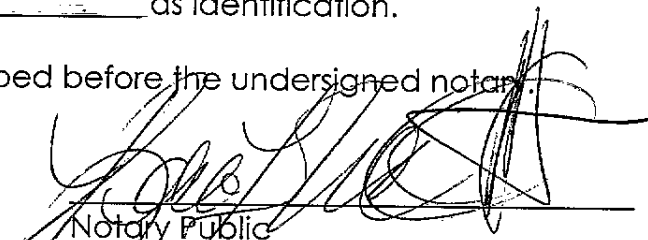


RICHARD A. PERRY

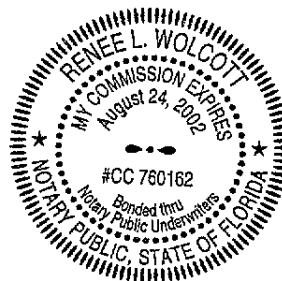
STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of June,  
1999, by RICHARD A. PERRY. Such person: *(notary must check applicable box)*

- ☒ is personally known to me.
- ☐ produced a current Florida Driver's License as identification.
- ☐ produced \_\_\_\_\_ as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.



Notary Public  
State of Florida, at Large  
My commission expires:



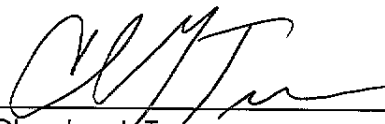
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### **CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment to act in this capacity, and agree to comply with the provisions of Sections 608.415 and 608.416, Florida Statutes, relative to keeping open said office. I am familiar with and accept the obligations of registered agent for APPLE PIE PUBLISHERS, LLC.

DATED this 11 day of June, 1999.

  
\_\_\_\_\_  
Chester J. Trow  
(Registered Agent)

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TALLAHASSEE, FLORIDA

**AFFIDAVIT UNDER SECTION 608.407(2), FLORIDA STATUTES**

The undersigned being duly sworn says on oath as follows:

1. He is Richard A. Perry, and this Affidavit is made of facts within his personal knowledge.

2. APPLE PIE PUBLISHERS, LLC has at least two members. A description of and agreed value of property other than cash and the amount of cash anticipated to be contributed by the members is as follows:

- a. The cash already contributed by the members is \$2,000.00; and
- b. The total cash anticipated to be contributed by the members is an additional \$38,000.00 for a total to be contributed of \$40,000.00; and
- c. The property to be contributed by the members to the Limited Liability Company is the North American English hard copy Publication rights of a manuscript by Michael Yon, and its agreed value is \$1.00.

  
RICHARD A. PERRY

STATE OF FLORIDA  
COUNTY OF MARION

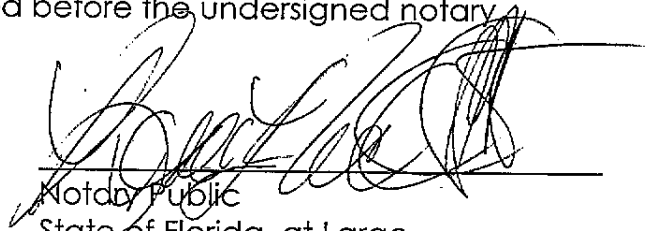
The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of June, 1999, by RICHARD A. PERRY. Such person: *(notary must check applicable box)*

- ☒ is personally known to me.
- ☐ produced a current Florida Driver's License as identification.
- ☐ produced \_\_\_\_\_ as identification.

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TALLAHASSEE, FL 32399



sworn to or affirmed and subscribed before the undersigned notary

  
\_\_\_\_\_  
Notary Public

State of Florida, at Large  
My commission expires:

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