

L99000004431

National Association  
of Tax Practitioners



Jumpingjaxtax.com, Inc.

8551 W. Sunrise Blvd., #102

Plantation, FL 33322-4007

954-424-0225 Fax 954-424-8003

taxman@jumpingjaxtax.com

MEMBER

Visit us on the web at <http://www.jumpjngjtax.com>

July 2, 1999

Florida Department of State  
Divisions of Corporations  
P.O.B. 6327  
Tallahassee, FL 32314

700002924097--8

-07/06/99-01135-008

\*\*\*\*337.50 \*\*\*\*337.50

W99-15995

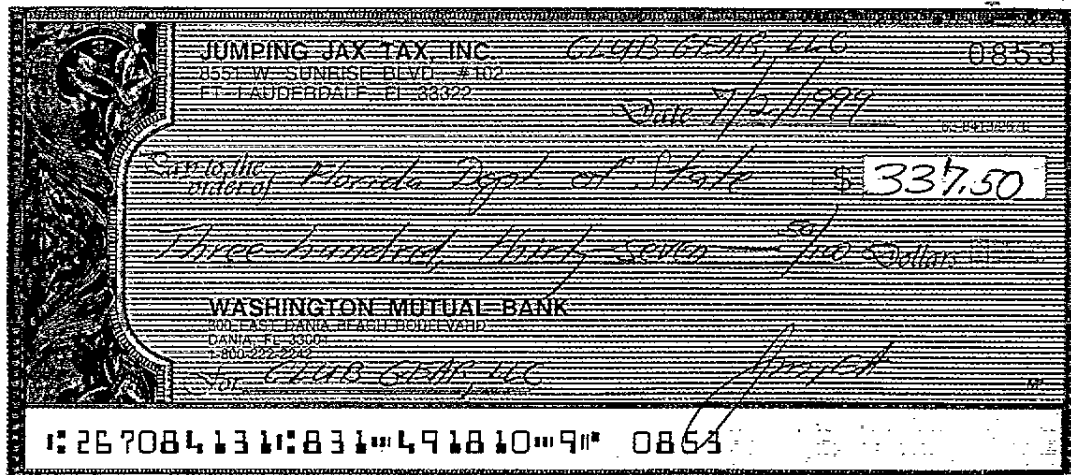
To Whom It May Concern::

I've enclosed the original and a copy of the Articles for Organization for this limited liability company.  
I've also enclosed a \$337.50 check payable to the Florida Department of State for filing fees.

Sincerely,

*Jack Malerba*  
Jack Malerba, CEO  
For Jumping Jax Tax, Inc.,  
Organizer

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RECEIVED  
FILED



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7/21



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 13, 1999

JUMPINGJAXTAX.COM, INC.  
8551 W. SUNRISE BLVD., #102  
PLANTATION, FL 33322-4007

SUBJECT: CLUB GEAR, L.L.C.  
Ref. Number: W99000015995

We have received your document for CLUB GEAR, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 299A00035896

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 21 1999  
PM 2:47

**ARTICLES OF ORGANIZATION  
FOR  
CLUB GEAR, L.L.C.**  
(A Florida Limited Liability Company)



Following Chapter 608 of the Florida Statutes, the undersigned does hereby submit these Articles of Organization for forming a Florida Limited Liability Company.

**Article 1: Name and Principal Office**

The name of the limited liability company is CLUB GEAR, L.L.C. The limited liability company's principal place of business and its mailing address are 8004 NW 154 St., Miami Lakes, #160, FL 33016.

**Article 2: Duration**

The duration of the limited liability company is perpetual.

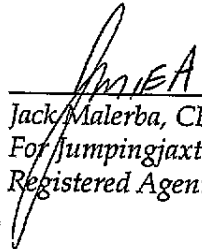
**Article 3: Purpose**

The limited liability company will be a mail order and an online clothing retail store or engage in any activity or business permitted under the laws of Florida and the laws of the United States.

**Article 4: Registered Agent and Registered Office**

The name of the limited liability company's first registered agent is Jumpingjaxtax.com, Inc., and its address is 8551 West Sunrise Blvd., FL 33322-4007.

As registered agent, Jumpingjaxtax.com, Inc. accepts service of process for the above limited liability company at the place designated in these articles of organization. It accepts this appointment and agrees to act in this capacity. Jumpingjaxtax.com, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. Jumpingjaxtax.com, Inc. is familiar with and accepts the obligations of the registered agent for this limited liability company.

  
\_\_\_\_\_  
Jack Malerba, CEO  
For Jumpingjaxtax.com, Inc.  
Registered Agent

## Article 5: Members and Contributions

### MEMBERS

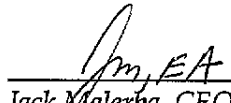
The members of the limited liability company are: (1) Michael Monfries of 420 NW 203 Av., Pembroke Pines, FL 33029; (2) Carlos Westmore of 14100 NW 6 Ct., #211, Miami, FL 33168; and (3) Ellis Williams of 6510 SW 3 St., Miramar, FL 33023.

### CONTRIBUTIONS

*Affidavit of Membership and Contributions:*

- ✓ Jumping Jax Tax, Inc. affirms the limited liability company has three members.
- ✓ Jumping Jax Tax, Inc. affirms Michael Monfries contributed \$366.68 in cash and no property.
- ✓ Jumping Jax Tax, Inc. affirms Carlos Westmore contributed \$366.66 in cash and no property.
- ✓ Jumping Jax Tax, Inc. affirms Ellis Williams contributed \$366.66 in cash and no property.
- ✓ Jumping Jax Tax, Inc. affirms the total cash and property contributed to the limited liability company is \$1,100.00 in cash. No further contributions are anticipated. The Florida Documentary Stamp Tax of \$3.85 will be paid directly to the Florida Department of Revenue by certificate of registration 650584824-16-001.

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

  
\_\_\_\_\_  
Jack Maalerba, CEO

For jumpingjaxtax.com, Inc.

Registered Agent, Organizer and Authorized Representative for the members

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SECTION 608.408(3)  
AFFIDAVIT OF MEMBERSHIP  
FID

## Article 6: Limited Liability Company Operating Agreement

The limited liability company operating agreement regulates the business affairs of this limited liability company.

## Article 7: Transferability of Member's Interests

Member's interest in the limited liability company may be transferred as described in the limited liability company operating agreement, the limited liability company regulations, or Florida Limited Liability Company Act.

### Article 8: Management

The members will manage the limited liability company. The managing members are (1) Michael Monfries of 420 NW 203 Av., Pembroke Pines, FL 33029; (2) Carlos Westmore of 14100 NW 6 Ct., #211, Miami, FL 33168; and (3) Ellis Williams of 6510 SW 3 St, Miramar, FL 33023. These managing members will serve until the first organizational meeting of the limited liability company, or until their successors are elected and qualified.

### Article 9: Member's Liability

A member of the limited liability company will not be held liable to the limited liability company or its members, managing members, or officers, for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

### Article 10: Adding Members

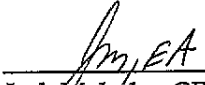
The existing members have the right to admit additional members to the limited liability company upon such terms and conditions as agreed upon by the existing members and additional members. Any entity that becomes a member of the limited liability company will have all rights and obligations of a member under the limited liability company operating agreement, the regulations of the limited liability company, and the Florida Limited Liability Company Act.

### Article 11: Members Rights to Continue the Business

If a member dies, retires, resigns, declares bankruptcy, dissolves, or otherwise terminates continued membership in the limited liability company, the remaining members will continue the limited liability company based upon the contributions to the limited liability company as noted in Article 5 of the Articles of Organization, including amendments to Article 5 of the Articles of Organization.

### Article 12: Name and Address of the Organizer

Jumpingjntax.com, Inc., of 8551 West Sunrise Blvd., #102, Plantation, FL 33322-4007, is the organizer for the limited liability company.

  
\_\_\_\_\_  
Jack Malerba, CEO,  
For jumpingjntax.com, Inc.,  
Organizer

90 JUL 20 11 2:47  
SECRET  
DIVISION OF INVESTIGATION