

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-642-8062 • Fax (850) 222-1222

*Thc of Destin, LLC*

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-08/20/99-01010-025  
\*\*\*\*337.50 \*\*\*\*337.50

- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- ☒ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

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*8-20-99*

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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ARTICLES OF ORGANIZATION OF TLC OF DESTIN, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purposes of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liabilities companies for profit. We further declare that the following articles shall be the charter and authority of the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be TLC OF DESTIN, L.L.C., and its principal place of business shall be at 4021 Lauren Court, Destin, Florida 32541, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to

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transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in the business of sale and installation of flooring tile and other building materials.
2. To engage in any other activity or business authorized under the Florida Statutes.

### ARTICLE III

#### MEMBERS, MEMBERSHIP INTERESTS AND CAPITAL CONTRIBUTIONS

The members, membership interests and capital contributions shall be, as follows:

<u>Member</u>	<u>Membership Interests</u>	<u>Capital Contributions</u>
Tommy Nix	50%	\$100.00
LaDonna Nix	49%	\$100.00
David A. Owen	1%	\$ 1.00

Additional contributions may be made as required, as determined by a fifty one percent (51%) vote of membership interests.

### ARTICLE IV

#### PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the

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expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributed share of the profits specified in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

#### ARTICLE V

##### LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This article (and the regulations of the limited liability company) may be amended from time to time by a fifty-one percent (51%) vote of the membership interests of the limited liability company.

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ARTICLE VI

DURATION

This limited liability company shall exist until twenty (20) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided in the regulations adopted by the members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the this limited liability company shall be located at 4021 Lauren Court, Destin, Florida 32541. The mailing address of this company shall be 4021 Lauren Court, Destin, Florida 32541.

ARTICLE VIII

MANAGEMENT

A. This limited liability company shall be managed by the managing member; however, all of the following shall require a fifty-one percent (51%) vote from the members:

- a. assigning property to creditors or other assignees;
- b. confessing a judgment;
- c. submitting a claim to arbitration;
- d. executing and delivering any debt instrument;
- e. borrowing money in the name of TLC of Destin, L.L.C.;

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- f. conveying real or personal property of TLC of Destin, L.L.C.;
- g. pledging a member's membership interests to individuals or entities outside of TLC of Destin, L.L.C.; and
- h. disposing of the goodwill of the company.

The name and address of the initial managing member, who shall serve as manager until the first annual meeting of members, or until his successor is elected and qualifies, is as follows:

Tommy Nix, 4021 Lauren Court, Destin, Florida 32541.

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 151 Regions Way, Bldg. 1, Suite A, Destin, 32541,, and the name of its initial registered agent at such address is David A. Owen.

#### ARTICLE X

##### RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by fifty-one percent (51%) vote of the existing members.

Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not

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be sold or otherwise transferred except with a fifty-one percent (51%) vote of the then existing members.

Upon the death, retirement, resignation expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon a fifty-one percent (51%) vote of the remaining members.

The undersigned being an original member of the limited liability company, hereby certifies that the foregoing constitute the Articles of Organization of TLC of Destin, L.L.C.

Executed by the undersigned on the 19th day of August, 1999.

David A. Owen  
David A. Owen

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, the undersigned authority, personally appeared David A. Owen, who is known to me or produced identification and who, being first duly sworn, states that he executed the foregoing instrument voluntarily and for the purposes therein stated this 19th day of August, 1999.

Louise R. Leake  
Notary Public

My Commission Expires: \_\_\_\_\_

LOUISE R LEAKE  
Notary Public - State of Florida  
My Commission Expires Apr 5, 2001  
Commission # CC635987

ACCEPTANCE BY REGISTERED AGENT

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

Dated this 19th day of August, 1999

David A. Owen  
David A. Owen

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


The undersigned member of TLC of Destin, L.L.C., hereby deposes and says:

(1) the above named limited liability company has at last two members;

(2) the total amount of cash contributed by the members is \$201.00.

(3) The agreed value of property other than cash contributed by the member(s) is none.

(4) the total amount of cash or property anticipated to be contributed by member(s) is \$201.00, which includes the amounts from (2) and (3) above.

  
\_\_\_\_\_  
David A. Owen  
Original Member

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, the undersigned authority, personally appeared David A. Owen, individually, who is known to me or produced \_\_\_\_\_ as identification and who, being first duly sworn, states that he executed the foregoing instrument voluntarily and for the purposes therein stated this 19th day of August, 1999.

  
\_\_\_\_\_  
Notary

Louise R. Leake  
\_\_\_\_\_  
Print Name

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