

L99000005758

Linda M. Loudon
1626 S. Delaney Ave
Orlando, Florida 32806

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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***346.25 ***346.25

August 24, 1999

Dear Sirs,

Enclosed please find the Articles of Organization and Affidavit for Port-A-Pottery, LLC, the Certificate of Designation of Registered Agent and a check for \$346.25. This amount is to cover the filing fee, Designation of Registered Agent, Certified copy and Certificate of Status. I have enclosed two copies for the Certified copy. Please notify me as soon as possible as to the filing status (407) 839-5073.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Linda M. Loudon

Linda M. Loudon

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~~20045~~
OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 30, 1999

LINDA M. LOUDON
1626 S. DELANEY AVENUE
ORLANDO, FL 32806

SUBJECT: PORT-A-POTTERY, LLC
Ref. Number: W99000020045

We have received your document for PORT-A-POTTERY, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 299A00043166

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
AND AFFIDAVIT OF
PORT-A-POTTERY, LLC**

We the undersigned natural persons of the age of eighteen (18) years of more, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE ONE

The name of the limited liability company is Port-A-Pottery, LLC.

ARTICLE TWO

The street address of the principal office of the limited liability company is 1626 South Delaney Ave., Orlando, Florida 32806, and the mailing address is P.O. Box 561135, Orlando Florida 32856-1135.

ARTICLE THREE

The period of duration of this limited liability company is perpetual from the date of the filing of these Articles of Organization with the Secretary of State or until the earlier dissolution of the limited liability company in accordance with the provisions of its regulations.

ARTICLE FOUR

The L.L.C. shall be not have a manager or managers. The management of the L.L.C. is reserved to the members. The name(s) and address(es) of the person(s) who are members are as follows:

Linda Loudon
1626 South Delaney Ave.
Orlando, Florida 32806

Mary Ellen Stewart
1626 South Delaney Ave.
Orlando, Florida 32806

ARTICLE FIVE

New Members may be admitted to the Company upon the majority affirmative vote of Members and on such terms as the majority vote of Members may determine. The limited liability company will provide a copy of the Regulations without charge to any record holder of a membership interest upon written request addressed to the limited liability company at its principal business office or its registered agent's address.

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ARTICLE SIX

Remaining Members shall have the right to continue business of the limited liability company upon the death, retirement, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member as set out in the Regulations of the limited liability company, which Regulations will be kept with the records of the limited liability company.

ARTICLE SEVEN

Affidavit of Membership and Contributions

I undersigned Member of the above named limited liability company certify that: 1) it has at least one member; 2) that the total amount of cash contributed by the members is \$4,500.00; 3) that the agreed value of property other than cash contributed by the members is \$0; and 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$4,500.00


Linda Loudon, 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.)

ARTICLE EIGHT

The purpose for which the limited liability company is organized is to conduct arts and craft services of all kinds and descriptions, to promote any lawful purpose and to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE NINE

The initial Regulations will be adopted by the members. The powers to alter, amend, or repeal the Regulations or adopt new Regulations is vested in the members, subject to repeal or change by action of the members.

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TALLAHASSEE, FLORIDA

ARTICLE TEN

On each matter on which the membership interest is entitled to vote, a member will have one (1) vote or a fraction of one vote per one percent of membership interest or fraction of membership interest owned by the member. Cumulative voting is not allowed. Preemptive rights do not exist.

ARTICLE ELEVEN

To the full extent permitted by Florida law, no member of the limited liability company shall be liable to the limited liability company or the other members for monetary damages for an act or omission in such member's capacity as a member of the limited liability company, except that this Article does not eliminate or limit the liability of a member to the extent the member is found liable for (i) a breach of the member's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the member to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the member received an improper benefit whether or not the benefit resulted from an action taken within the scope of the member's office; or (iv) an act or omission for which the liability of a member is expressly provided by an applicable statute. Any repeal or amendment of this Article by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a member of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the member of the Company is not liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of a member of a limited liability company or of a director of a corporation. The foregoing elimination of the liability to the limited liability company or the other members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a member may be entitled under any other provision of the Articles of Organization or the Regulations of the limited liability company, contract or agreement, vote of members and/or disinterested members of the limited liability company, or otherwise.

ARTICLE TWELVE

Any action required by the Florida Limited Liability Company Act, and any amendments thereto, to be taken at any annual or special meeting of members of the limited liability company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendment thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

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Prompt notice of the taking of any action by members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

IN WITNESS WHEREOF, I have hereunto set my hand, this 9th day of September, 1999.

Linda Loudon

Linda Loudon, Member and Organizer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Port-A-Pottery
2. The name and the Florida street address of the registered agent are:

Linda Loudon
1626 South Delaney Ave.
Orlando, Florida 32806

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE:


Linda Loudon

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