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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Sunmark Holdings LLC.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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W99-28740

OTHER FILINGS	
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REGISTRATION/QUALIFICATION	
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 16, 1999

UCC FILING & SEARCH SERVICES

SUBJECT: SUNMARK HOLDINGS, LLC
Ref. Number: W99000028740

We have received your document for SUNMARK HOLDINGS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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: 299A00059183

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

of

SUNMARK HOLDINGS, LLC

a Florida Limited Liability Company

ARTICLE I

Name. The name of this limited liability company is:

SUNMARK HOLDINGS, LLC

ARTICLE II

Period of Duration. The limited liability company's period of duration shall be perpetual, commencing on the filing date of these Articles of Organization.

ARTICLE III

Registered Office. The initial registered office of the limited liability company shall be 1271 LaQuinta Drive, #4, Orlando, Florida, 32809, and the name of the initial registered agent of the limited liability company shall be Kathleen Anish.

ARTICLE IV

Principle & Mailing Address. The principle and mailing address of the limited liability company shall be: 1271 LaQuinta Drive, #4, Orlando, Florida 32809.

ARTICLE V

Contributions. (A) The total amount of cash and a description and agreed value of property other than cash contributed is:

<u>Description</u>	<u>Agreed Value</u>	<u>Member</u>
Cash	\$19,000.00	Kathleen Anish
Cash	\$19,000.00	Robert Kibler

(B) The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, they shall be made are as follows:

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<u>Event</u>	<u>Description</u>	<u>Agreed Value</u>	<u>Member</u>
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NONE

ARTICLE VI

Additional Members. The Members may admit new Members by two-thirds vote of the entire membership of the limited liability company.

ARTICLE VII

Death Retirement, Resignation, Expulsion, Bankruptcy or Dissolution of a Member. The business of the limited liability company shall automatically continue after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any event with terminates the continued membership of a Member in the limited liability company, unless within sixty (60) days of such event the remaining members by two-thirds vote, elect to cease the business of the limited liability company.

ARTICLE VIII

Business Purpose and Powers. The purpose of the limited liability company's operations shall be any lawful purpose for which a limited liability company may be organized under the laws of the State of Florida, in accordance with § 608.403, Fla. Stat., and the limited liability company shall have all the powers granted a limited liability company under the laws of the State of Florida, in accordance with § 608.404, Fla. Stat. From time to time the Members may provide for a specific business purpose or purposes of the limited liability company and may limit the powers of the limited liability company in its Regulations.

ARTICLE IX

Managment.

(A) The limited liability company's business and affairs shall be vested in the members.

(B) The limited liability company shall indemnify against any liability incurred in any proceeding an individual made a party to the proceeding because he is or was a Member if: (a) he acted and conducted himself in good faith; (b) he reasonably believed: (i) in the case of conduct in his official capacity, that his conduct was in the best interest of the limited liability company; or (ii) in all other cases, that his conduct was at least not opposed to the best interests of the limited liability company; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. The limited liability company shall advance the reasonable expenses incurred by a Member who is a party to a proceeding if: (i) the Member furnishes the limited liability company with a written affirmation of his good-faith belief that he has met the standard of conduct required for indemnification; (ii) the Member furnishes the limited liability company with a written

undertaking, executed personally by him or on his behalf, to repay the advance if it is determined that he did not meet such standard of conduct; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification.

The limited liability company shall indemnify a Member of the limited liability company who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he was a party, against reasonable expenses incurred by him in connection with the proceeding.

A Member who is or was a party to a proceeding as described in this section may apply for indemnification to the court conducting such proceeding or to another court of competent jurisdiction.

ARTICLE X

Instruments and Documents Providing for the Acquisition, Mortgage, or Disposition of Property. Instruments and documents providing for the acquisition, mortgage, or disposition of property of the limited liability company shall be valid and binding upon the limited liability company only if they are executed by the Members; provided, however, the Members may, in accordance with these Articles of Organization and the Regulations of the Company, select one Member to execute such documents.

ARTICLE XI

Meetings of the Members. Annual and special meetings of the Members shall be held at such time as may be stated or fixed in accordance with the Regulations of the limited liability company. Failure to hold the annual meeting shall not work a forfeiture or dissolution of the limited liability company.

ARTICLE XII

Voting. Subject to the provisions of these Articles of Organization which require a supermajority, majority or unanimous consent, vote or agreement of the Members, and except as set forth in these Articles of Organization, the Regulations may grant to all or a special group of Members the right to consent, vote or agree on a per capita or other basis upon any matter, the Members shall vote in accordance with their capital account interest in the limited liability company. Unless the Regulations provide otherwise, a Member may vote by proxy or in person.

Unless otherwise provided in these Articles of Organization or the Regulations, a majority of the Members, by capital account, entitled to vote shall constitute a quorum at the meeting of Members. If a quorum is present, the affirmative vote of a majority of the Members, by capital account, represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater proportion or number or

voting by classes is required by these Articles of Organization or the Regulations. If a quorum is not represented at any meeting of the Members, such meeting may be adjourned for a period not to exceed sixty (60) days at any one adjournment.

ARTICLE XIII

Action by Members without a Meeting. Unless the Regulations provide otherwise, any action required by law, the Regulations, or the Articles of Organization of the limited liability company to be taken at any annual or special meeting of Members of the limited liability company, or any action which may be taken at any annual or special meeting of such Members, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the Members, by capital account, having not less than a minimum interest in the limited liability company that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. If any class of Members is entitled to vote thereon as a class, such written consent shall be required of the Members, by capital account, of each class of Members entitled to vote as a class thereon and of the total shares entitled to vote thereon.

ARTICLE XIV

Changes to the Regulations. Once adopted by the Members, the Regulations of the limited liability company may only be changed upon a two-thirds vote of the Members in favor thereof.

ARTICLE XVI

Liability of Members.

(A) A Member of the limited liability company is liable to the limited liability company for:

(1) the difference between the amount of the Member's contributions to capital which have been actually made and the amount which is stated in these Articles of Organization or other contract to which such Member is a party and which obligates such Member to the contribution; and

(2) any unpaid contribution to capital which the Member, in the Articles of Organization or other contract as having been made, agreed to make in the future at the time and on the conditions stated in the Articles of Organization or other contract to which such Member is a party and which obligates such Member to the contribution.

(B) The Members of the limited liability company shall not be liable under any judgment, decree, or order of court, or in any other manner, for a debt, obligation or liability of the limited liability company.

ARTICLE XVII

Transferability of Member's Interest and Withdrawal. The interests of the Members of the limited liability company may be transferred or assigned as provided in the Regulations;

in the management of the limited liability company or to become a Member unless, without regard to the vote of the Member seeking to make the transfer or assignment, the percentage of Members required by these Articles of Organization to admit a new member approves of the proposed transfer or assignment at a membership meeting. Unless approved in the foregoing manner, a transferee or assignee of a Member's interest shall only be entitled to receive the share of profits or other compensation by way of income and the return of the contributions to which the transferring or assigning Member would otherwise be entitled. No Member shall be entitled to withdraw from the Company except in accordance with the Regulations.

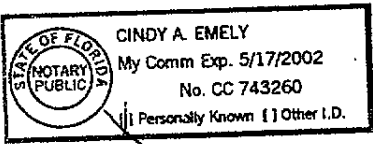
IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 14 day of December, 1999.

Kathleen Anish
Kathleen Anish

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
SUNMARK HOLDINGS, INC.

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Sunmark Holdings, LLC.

Kathleen Anish
Kathleen Anish



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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Kathleen Anish, who, upon being duly sworn according to law, deposes and says as follows:

- 1. I am a Member of Sunmark Holdings, LLC.
- 2. Sunmark Holdings, LLC has at least one member.
- 3.

<u>Description</u>	<u>Agreed Value</u>	<u>Member</u>
Cash		Kathleen Anish
Cash		Robert Kibie

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(B) The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, they shall be made are as follows:

<u>Event/Date</u>	<u>Description</u>	<u>Agreed Value</u>	<u>Member</u>
		NONE	

FURTHER AFFIANT SAITH NAUGHT.

Kathleen Anish
Kathleen Anish

Sworn to and subscribed before me this 14 day of December 1999, by Kathleen Anish, who ☒ is personally known to me or ☐ produced _____ as identification.

Cindy A. Emely
NOTARY PUBLIC

Print, Type or Stamp Commissioned Name of Notary Public:

