

# L98000003408



**THE UNITED STATES  
CORPORATION**  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 079529 7112677

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pizzuto*

98 DEC 28 PM 3:21

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ORDER DATE : December 28, 1998

ORDER TIME : 10:12 AM

ORDER NO. : 079529-005

CUSTOMER NO: 7112677

CUSTOMER: Mr. Jeffrey S. Hoffman  
WILSON & JOHNSON, P.A.  
WILSON & JOHNSON, P.A.  
821 5th Avenue South  
Mezanine Level  
Naples, FL 33940

100002723001--9

DOMESTIC FILING

NAME: RETIREMENT & INSURANCE  
ASSOCIATES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

|                 |           |
|-----------------|-----------|
| Name            | <i>RM</i> |
| Availability    | <i>RM</i> |
| Document        | <i>RM</i> |
| Examiner        | <i>RM</i> |
| Updater         | <i>RM</i> |
| Updater         | <i>RM</i> |
| Verifier        | <i>RM</i> |
| Acknowledgement | <i>RM</i> |
| P. Verityer     | <i>RM</i> |

98 DEC 28 AM 10:42

RECEIVED

RECEIVED

**ARTICLES OF ORGANIZATION  
OF RETIREMENT & INSURANCE ASSOCIATES, L.L.C.**

The undersigned, acting as the organizing Member of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for said limited liability company:

**ARTICLE I - NAME OF LIMITED LIABILITY COMPANY**

The name of this limited liability company shall be RETIREMENT & INSURANCE ASSOCIATES, L.L.C.

**ARTICLE II - PERIOD OF DURATION**

The period of duration of this limited liability company shall commence on January 24, 1999 and shall continue until dissolved pursuant to Chapter 608 of the Florida Statutes.

**ARTICLE III - MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address of this limited liability company shall be 4001 Tamiami Trail North, Suite #215, Naples, Florida 34103. The street address of the principal office of this limited liability company shall be 4001 Tamiami Trail North, Suite #215, Naples, Florida 34103.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this limited liability company in the State of Florida shall be 4001 Tamiami Trail North, Suite #215, Naples, Florida 34103. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this limited liability company at that address is RICHARD M. SMARG. The Members may from time to time designate a new registered agent.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 28 PM 3:24

#### ARTICLE V - MANAGEMENT

This limited liability company shall be managed by the Members of this limited liability company in proportion to their relative capital accounts as defined in Fla. Stat. § 608.402(3).

The name and address of the Member are as follows:

| <u>Name</u>      | <u>Address</u>                                                |
|------------------|---------------------------------------------------------------|
| Richard M. Smarg | 4001 Tamiami Trail North, Suite #215<br>Naples, Florida 34103 |

#### ARTICLE VI - NEW MEMBERS

Additional persons may be admitted to this limited liability company as Members only with the prior written consent of the existing Members holding not less than fifty-one percent (51%) of the limited liability company's voting power.

#### ARTICLE VII - CONTINUATION

This limited liability company shall not dissolve upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in this limited liability company.

#### ARTICLE VIII - PURPOSE

The general purpose for which this limited liability company is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 608 of the Florida Statutes, as the same may be from time to time amended.

#### ARTICLE IX - INDEMNIFICATION

This limited liability company shall indemnify the Members, or any former Member, to the full extent permitted by law.

ARTICLE X - ORGANIZING MEMBER

The name and address of the Member of the limited liability company signing these

Articles of Organization are:

Name

Address

Richard M. Smarg

4001 Tamiami Trail North, Suite #215  
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these

Articles of Organization at Naples, Florida this 18th day of December, 1998.

  
\_\_\_\_\_  
RICHARD M. SMARG

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-described limited liability company,  
at the place designated in the foregoing Articles of Organization, I hereby accept such  
designation and agree to act in such capacity, and further agree to comply with the provisions of  
all statutes relative to the proper and complete performance of my duties as registered agent. I  
am familiar with, and accept the duties and obligations of, Fla. Stat. § 608.415.

Date: December 18, 1998

  
\_\_\_\_\_  
RICHARD M. SMARG

G:\JSH\SMARG.ART

STATE OF FLORIDA

COUNTY OF COLLIER

**AFFIDAVIT**

BEFORE ME, the undersigned, personally appeared RICHARD M. SMARG, the sole Member of RETIREMENT & INSURANCE ASSOCIATES, L.L.C., a Florida limited liability company (the "Company"), of Collier County, Florida, who upon being duly sworn, certified as follows:

1. The Company has at least one (1) member.
2. The nature and amount of the capital contributions to the Company to be made by the Member is Five Thousand Dollars (\$5,000) in cash and Sixty-Five Thousand Dollars (\$65,000) in office furniture and equipment, and an interest in a business.
3. The amount of additional capital contributions anticipated to be contributed by the Member to the Company is Zero Dollars (\$0.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

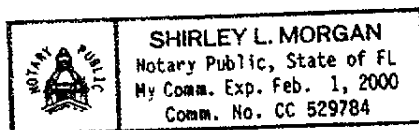
Date: December 18, 1998

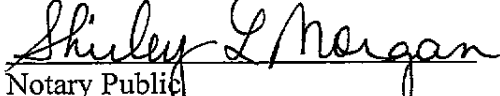
MEMBER:

  
\_\_\_\_\_  
RICHARD M. SMARG

SUBSCRIBED AND SWORN TO before me by RICHARD M. SMARG, who is personally known to me or has produced a driver's license as identification, on the 18th day of December, 1998.

G:\USH\SMARG.AFF



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