

L000000002248

Graham, Moody, & Sox
Requester's Name

101 North Gadsden Street
Address

Tallahassee FL 32301 (850) 222-6656
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Employers Services Group

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

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3.

(Corporation Name)

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(Corporation Name)

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☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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00 FEB 28 PM 3:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 29 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Examiner's Initials

**ARTICLES OF ORGANIZATION
FOR
EMPLOYERS SERVICES GROUP, L.C.**

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this Company shall be: Employers Services Group, L.C.

2. **Duration/Continuation.** The Company will be dissolved upon the earliest occurrence of any of the following events: (1) August 1, 2050, (2) termination by the unanimous written agreement of all Members, (3) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, (4) upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of a majority of the interest of the remaining Members who would be entitled to vote upon such action, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

3. **The principal place of business** is located at One Beach Drive S.E. Suite 230, St. Petersburg, FL 33701. The **mailing address** of the business is P.O. Box 1902, St. Petersburg, FL 33731.

4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this Company is as follows: Richard N. Sox, Jr., 101 N. Gadsden Street, Tallahassee, FL 32301.

5. **Admission of Additional Members; and Terms and Conditions of such Admissions:** Additional Members may be admitted upon the written application of such new Member, in the manner set forth in the Operating Agreement for this Company.

6. **Right to Continue Business.** As provided in Article 2, the remaining Members may continue the business on 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 the Company.

7. **Intent.** It is the intent of the Members that the Company shall always be operated in a manner consistent with its classification as a "partnership" for federal income tax purposes. No Member shall take any action inconsistent with the express intent of the parties hereto.

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8. **Management of Company.** Management of the Company is reserved to certain of its Members. The name and address of the members of the L.C. is as follows:

Mark S. Berset

1226 Serpentine Dr. S.
St. Petersburg, FL 33705

James A. Lang

510 Haverhill Lane
Safety Harbor, FL 34695

9. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute Chapter 608 and shall be signed and sworn to or otherwise approved herein by all of the Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

10. **Operating Agreement of Company.** The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members. The Company will be governed by the Operating Agreement to the extent that such Agreement is not inconsistent with these Articles of Organization.

11. **Informal Action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.

12. **Contracting Debt.** Except as otherwise provided by law or the Regulations, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Members unless otherwise provided herein.

13. **Transferability of Member's Interest.** An interest of a Member of this Company may only be transferred or assigned to such extent and in the manner provided in the Operating Agreement of the Company.

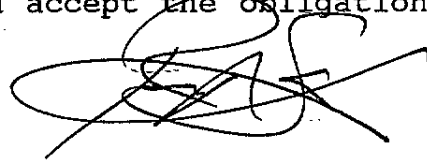
14. **Withdrawal or Reduction of Member's Capital Account.** A Member shall be entitled to the return of the balance of his or its capital account in the manner provided for in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned Member has hereunto set its hand and seal this 22 day of February, 2000.

Mark S. Berset

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Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.



Richard N. Sox, Jr.

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