

L000000015877

Florida Department of State

Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000066333 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : MACFARLANE FERGUSON & MCMULLEN
Account Number : 076077001654
Phone : (813) 273-4261
Fax Number : (813) 273-4396

LIMITED LIABILITY COMPANY

Herndon & Associates Insurance, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 20 PM 5:05

RECEIVED
00 DEC 21 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL

H00-000066333

**ARTICLES OF ORGANIZATION
OF
HERNDON & ASSOCIATES INSURANCE, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I
Name**

The name of the limited liability company shall be HERNDON & ASSOCIATES INSURANCE, LLC.

**ARTICLE II
Address and Place of Business**

The mailing address and principal place of business for the limited liability company is

HERNDON & ASSOCIATES INSURANCE, LLC
91 Lake Morton Drive
Lakeland, Florida 33801

**ARTICLE III
Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

**ARTICLE IV
Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

James W. Goodwin - #375519
Macfarlane Ferguson & McMullen
400 North Tampa Street, Suite 2300
Tampa, Florida 33602
(813) 273-4337

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 20 PM 5:05

H00-000066333

ARTICLE V**Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 400 North Tampa Street, Suite 2300, Tampa, Florida 33602 and the initial registered agent at such address is James W. Goodwin. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. James W. Goodwin is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VI**Management**

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in a Board of Managers.

ARTICLE VII**Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining members.

ARTICLE VIII**Restrictions on Membership**

No new members shall be admitted to the limited liability company except as provided in the operating agreement. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the operating agreement adopted by the members. Additional restrictions and conditions on membership may be set forth in the operating agreement adopted by the members.

ARTICLE IX**Operating Agreement**

The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 20 PM 5:05


H00-000066333

be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE X
Acknowledgment

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of HERNDON & ASSOCIATES INSURANCE, LLC.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 20th day of December, 2000.



JAMES W. GOODWIN, ESQ.
Attorney and Authorized Representative

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 20 PM 5:05

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: HERNDON & ASSOCIATES INSURANCE, LLC.
2. The name and address of the registered agent and office is:

James W. Goodwin, Esq.
400 North Tampa Street
Suite 2300
Tampa, Florida 33602

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.

Dated this 20th day of December, 2000.


James W. Goodwin, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 20 PM 5:05