

# L01000022056

December 12, 2001

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399  
(386) 245-6051

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-12/14/01--01059--005  
\*\*\*160.00 \*\*\*160.00

Enclosed please find Articles of Organization to establish a Limited Liability Company named PDR Consulting LLC. Also enclosed is a copy of a Designation of Registered Agent.

Please send a Certified Copy and a Certificate of Status.

A check for \$160.00 covering the filing fee for Articles of Organization, the fee for Designation of Registered Agent, and the Certified Copy and Certificate of Status.

Thank you.

*Bruce L. Warren*

Bruce L. Warren  
2200 Queens Blvd.  
Naples, Florida 34112

Phone:  
(800) 211-3513 or  
cell phone (941) 777-1345

*VR 12/19*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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EFFECTIVE DATE  
12/12/01

*lep*

**ARTICLES OF ORGANIZATION  
FOR  
PDR Consulting, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I – Name:**

The name of this Limited Liability Company is: PDR Consulting, LLC

**ARTICLE II – Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

PDR Consulting, LLC  
2200 Queens Blvd.  
Naples, Florida 34112

**ARTICLE III – Registered Agent, registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

Bruce L. Warren  
2200 Queens Blvd.  
Naples, Florida 34112

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Having been named as a 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 provision 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 as provided for in Chapter 608, F.S.

Bruce L. Warren

**ARTICLE IV—Management**

The Limited Liability Company decisions and actions will be by its members with voting rights vested in all members in a percentage equal to their interest in the LLC profits.

Members shall not receive a salary for any managerial duties they perform. Members are entitled to any staff benefits provided by the Limited Liability Company as if they are "full-time employees."

The Limited Liability Company may establish and assign various titles to members e.g., CEO, President, Vice President to assist clients in relating to the company. None of these titles convey any managerial rights or responsibilities.

#### **ARTICLE V – Effective Date**

This Limited Liability Company shall be established and effective on December 12, 2001.

#### **ARTICLE VI – Purpose**

The Limited Liability Company is formed for the purposes of engaging in the business of consulting, training, conducting program evaluations, and other applications of social science research for nonprofit agencies, governmental organizations, schools, and for-profit businesses. The Limited Liability Company may also engage in any other business allowed for a Florida Limited Liability Company.

#### **ARTICLE VII – Initial Members**

The names and addresses of the initial members are set forth on Schedule A.

#### **ARTICLE VIII – Capitalization**

Each member shall contribute to the capital of the Limited Liability Company as the member's capital contribution the money specified on Schedule A to this Agreement. Unless otherwise agreed in writing by all members, no member shall be required to make additional capital contributions.

#### **ARTICLE IX -- Arbitration**

Any action to enforce or interpret this agreement or to resolve disputes between the members or by or against any member shall be settled by arbitration in accordance with the Rules in the State of Florida. Any party may commence arbitration by sending a written demand for arbitration to the other parties. Such demand shall set forth the nature of the matter to be resolved by arbitration. Arbitration shall be conducted at Naples, Florida. The substantive laws of the State of Florida shall be applied by the arbitrator to the resolution of the dispute. The parties shall share equally all initial cost of arbitration. The prevailing party shall be entitled to reimbursement of attorney fees, costs, and expenses incurred in connection with the arbitration. All decisions of the arbitrator shall be final, binding, and conclusive on all parties. Judgment may be entered upon any such decision in accordance with applicable law in any court having jurisdiction thereof.

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**ARTICLE X – Inclusion of Default Provisions in the Florida Limited Liability Company Act for Matters Not Mentioned in This Document**

For all matters covered by the Florida Limited Liability Company Act (608, F.S) not specifically addressed in these Articles of Organization, (as may be amended), the default options of the Limited Liability Company Act apply.

**ARTICLE XI – Severability**

This agreement shall be construed and enforced in accordance with the internal laws of the State of Florida. If any provision of this agreement is determined by any court of competent jurisdiction or arbitrator to be invalid, illegal, or unenforceable to any extent, that provision shall be severed, and the remaining provisions of this agreement shall remain in effect.

In Witness Whereof, the parties have executed or caused to be executed this agreement as of the effective date of this agreement as set forth above.

By Patricia K. Warren  
Member

By Bruce L. Warren  
Member

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## SCHEDULE A

CAPITAL CONTRIBUTION AND ADDRESSES OF MEMBERS  
AS OF DECEMBER 12, 2001

<u>Member's Name &amp; Address</u>	<u>Member's Capital Contribution</u>	<u>Percentage</u>
Patricia Ryan Warren 2200 Queens Blvd. Naples, Florida 34112	\$600	60%
Bruce Leonard Warren 2200 Queens Blvd. Naples, Florida 34112	\$400	40%

By Patricia Ryan Warren  
Member

By Bruce L. Warren  
Member

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**Certificate of Designation of Registered Agent/Registered Office**

**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.

The name of the Limited Liability Company is:

PDR Consulting LLC

The name and the Florida street address of the registered agent are:

Bruce L. Warren  
2200 Queens Blvd.  
Naples, Florida 34112

*Having been named as a 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 provision 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 as provided for in Chapter 608, F.S.*

Bruce L. Warren

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