



THE UNITED STATES CORPORATION COMPANY

02000000876

ACCOUNT NO. : 072100000032

REFERENCE : 655779 84016A

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia P...

ORDER DATE : January 9, 2002

ORDER TIME : 4:06 PM

ORDER NO. : 655779-005

CUSTOMER NO: 84016A

100004763741--7

CUSTOMER: William M. Powell, Esq
William M. Powell, P.a.

Suite 101
3515 Del Prado Boulevard
Cape Coral, FL 33904

DOMESTIC FILING

NAME: TRUSTEE EDUCATIONAL
CONFERENCES AND SEMINARS, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -9 PM 1:28

RECEIVED
02 JAN -9 PM 4:42
DIVISION OF CORPORATION

Handwritten initials

WD2-7104

ep



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 10, 2002

CSC
JANNA WILSON

SUBJECT: TRUSTEE EDUCATIONAL CONFERENCES AND SEMINARS, LLC
Ref. Number: W02000000764

We have received your document for TRUSTEE EDUCATIONAL CONFERENCES AND SEMINARS, LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

The articles must be signed by a member or an authorized representative of a member. The articles are signed by the incorporator. Please amend your document.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 902A00001343

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RESUBMIT
Please give original
submission date as file date.

ARTICLES OF ORGANIZATION

OF

TRUSTEE EDUCATIONAL CONFERENCES AND SEMINARS, LLC

The undersigned, being the incorporator of Trustee Educational Conferences and Seminars, LLC, a Florida limited liability company (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is, Trustee Educational Conferences and Seminars, LLC.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

c/o Renee A. Driscoll
2219 SE 19th Place
Cape Coral, Florida 33990

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

c/o Renee A. Driscoll
2219 SE 19th Place
Cape Coral, Florida 33990

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Renee A. Driscoll
2219 SE 19th Place
Cape Coral, Florida 33990

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ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

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 Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company, which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company, and so long as there remains not less than two (2) members of the Company.

ARTICLE IX. MANAGER

The Company shall be managed by three managers. The name and address of the initial co-managers is set forth below. The initial co-managers shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify.

| <u>NAMES AND ADDRESS OF EACH MEMBER</u> | <u>INITIAL CAPITAL CONTRIBUTION</u> | <u>PERCENTAGE INTEREST</u> |
|---|-------------------------------------|----------------------------|
| Carol J. Driscoll 64 Cannongate Road | \$400 | 40% |

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|--|-------|-----|
| Renee A. Driscoll 2219 SE 19 th Place Cape Coral, Florida 33990 | \$400 | 40% |
|--|-------|-----|

| | | |
|--|-------|-----|
| Rachael M. Weinhold 20 Banner Place, Unit 10 Winchedon, MA 01475 | \$200 | 20% |
|--|-------|-----|

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Regulations then in existence.

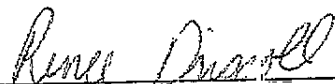
ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members of the Company and which states that it may only be amended, altered or repealed by the members of the Company, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

IN WITNESS WHEREOF, the incorporator of the Company have executed the foregoing Articles of Organization this _____ day of January 2002.



RENEE A. DRISCOLL

Authorized Representative

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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited

Liability Company Act:

Having been appointed registered agent of Trustee Educational Conferences and Seminars, LLC in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated this 9 day of January 2002.

By: Renee Driscoll
RENEE A. DRISCOLL
2219 SE 19th Place
Cape Coral, Florida 33990

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