

# LO2000006348

THOMAS R. CONKLIN - ATTORNEY & COUNSELOR

1133 Fourth Street - Suite 200 - P.O. Box 6295 - Sarasota, FL 34278  
Telephone: 941-388-1711 Fax: 941-388-5224

FILED  
02 MAR 18 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTERED MAIL RETURN RECEIPT REQUESTED

January 28, 2002

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Morse & Morse, LLC

800004851878--3  
-02/01/02--01004--002  
\*\*\*\*\*125.00 \*\*\*\*\*125.00

Dear sir or madam,

Enclosed for filing are the Articles of Organization of the above named Limited Liability Company. The Acceptance of the Registered Agent is included on the last page of the Articles of Organization.

Also enclosed is a check in the amount of \$125.00 representing the filing fee for a new Florida Limited Liability Company and the Registered Agent Fee.

Please return the Certificate of Filing to me at the above address.

Sincerely,



Thomas R. Conklin

TRC/bk  
cc: Lawrence D. Morse

LO2-6348



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 6, 2002

THOMAS CONKLIN  
1133 FOURTH STREET, SUITE 200  
SARASOTA, FL 34278

SUBJECT: MORSE & MORSE, LLC  
Ref. Number: W02000003519

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TALLAHASSEE, FLORIDA

We have received your document for MORSE & MORSE, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your articles of organization reflect your limited liability company will not be managed by the members of the company; however, your articles contain the name(s) and address(es) of the managing member(s). Consequently, you must either amend your articles to reflect the company will be managed by the members or substitute the title of Manager (MGR) for the title of Managing Member (MGRM) throughout 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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 602A00007359

THOMAS R. CONKLIN - ATTORNEY & COUNSELOR

1133 Fourth Street - Suite 200 - P.O. Box 6295 - Sarasota FL 34278  
Telephone: 941-388-1711 Fax: 941-388-5224

March 14, 2002

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Morse & Morse, LLC

Dear sir or madam,

Enclosed for filing is the revised Articles of Organization of the above named Limited Liability Company. The Acceptance of the Registered Agent is included on the last page of the Articles of Organization.

Your letter Number 602A00007359 is also enclosed.

Please return the Certificate of Filing to me at the above address.

Sincerely,



Thomas R. Conklin

TRC/bk

cc: Lawrence D. Morse

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TALLAHASSEE, FLORIDA

Articles of Organization

Morse & Morse, LLC  
A Florida Limited Liability Company

Article One  
Name of the Limited Liability Company

The name of the Limited Liability Company shall be as follows: Morse & Morse, LLC

Article Two  
Period of Duration

The term of the Limited Liability Company shall end on December 31, 2101 unless earlier dissolved according to the terms of these Articles of Organization.

Article Three  
Street Address and Mailing Address

The street address of the principal office of the Limited Liability Company is:  
5020 Vanderipe Rd., Sarasota, FL 34241

The mailing address of the principal office of the Limited Liability Company is:  
5020 Vanderipe Rd., Sarasota, FL 34241

Article Four  
Registered Agent

The name and street address of the initial registered agent is:  
Lawrence D. Morse  
5020 Vanderipe Rd., Sarasota, FL 34241

Article Five  
Initial Members and New Members

5.1 The Limited Liability Company shall have at least one member and there shall be two initial members of the Limited Liability Company whose names and addresses are:

Lawrence D. Morse  
5020 Vanderipe Rd., Sarasota, FL 34241

Marcia H. Morse  
5020 Vanderipe Rd., Sarasota, FL 34241

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5.2 No person, firm, corporation, trust, limited liability company or other legal entity shall be admitted to the Limited Liability Company as an additional Member without the consent of all of the Members.

5.2. The Members shall determine the initial capital contribution to be made by an additional Member and the fair market value of such contribution. The fair market value of any property, other than cash or publicly-traded securities, to be contributed by an additional Member as its initial capital contribution shall be agreed upon by the additional Member and all of the other Members, or, alternatively, shall be determined by a disinterested appraiser mutually agreed upon by all of the Members and the additional Member.

5.3. Notwithstanding the provisions of Section 5.1 above, no additional Member shall be admitted until such prospective Member agrees to be bound by all of the terms and provisions of an Operating Agreement, approved by the Members, and acknowledges such agreement by signing the Operating Agreement.

5.4 No Member may sell, assign, transfer, mortgage, pledge, encumber, hypothecate or otherwise dispose of all or any part of his or her Limited Liability Company Interest to a Third Party without first offering in writing to sell such interest to the Members of the Limited Liability Company for the purchase price and on the terms and conditions of a genuine offer. Any of the Members may elect to purchase the interest being sold by notifying the Member in writing. If more than one of the Members elects to purchase the Member's Limited Liability Company Interest, they shall divide the interest in equal shares.

5.5 In the event the Members elect not to acquire the selling Member's Limited Liability Company Interest, the Member shall be free to sell and transfer its Limited Liability Company Interest to the prospective purchaser who has made the genuine offer for the purchase price and terms and conditions contained in the original genuine offer. If the selling Member's Limited Liability Company Interest is not sold to the prospective purchaser within 60 days of notification by the Members of their approval of the sale, then the selling Member may not sell the selling Member's Limited Liability Company Interest to the prospective purchaser without once again offering the Limited Liability Company Interest as provided in this Article.

#### Article Six Termination and Dissolution

6.1 The Limited Liability Company shall terminate at the expiration of the term of the Limited Liability Company. The Limited Liability Company shall be dissolved upon the occurrence of any event causing a dissolution by statute, or upon the death, disability, or bankruptcy of the last living Member.

6.3 Upon dissolution, the Limited Liability Company shall thereafter conduct only activities necessary to wind up its affairs, unless within 90 days after the date of the event causing dissolution, a majority of the Members elect in writing to continue the Limited Liability Company.

6.4 If, upon the expiration of the term of the Limited Liability Company, all of the Members agree to continue the Limited Liability Company, the Limited Liability Company shall continue for such additional term as may be agreed upon by the Members.

#### Article Seven

##### Management of the Limited Liability Company

The Limited Liability Company is a Member-Managed company. The management of the Limited Liability Company is reserved to its Managing Members. All decisions respecting any matter affecting or arising out of the conduct of the business of the Limited Liability Company shall be made by the Managing Members who shall be appointed by a majority of the Members and who shall have the exclusive right and full authority to manage, conduct, and operate the business of the Limited Liability Company. Lawrence D. Morse and Marcia H. Morse shall be the Initial Managing Members.

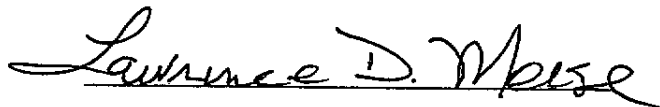
Upon the death, disability, or resignation of a Managing Member, the majority of the remaining Members shall elect a new Managing Member.

#### Article Eight

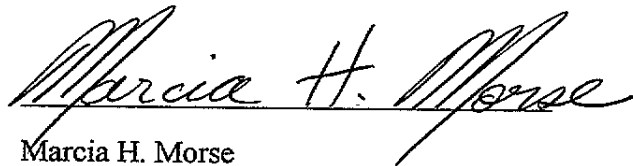
##### Amendment of Articles

The Members reserve the right to amend or restate these Articles of Organization at any time in a manner now or subsequently permitted by statute.

The undersigned, Lawrence D. Morse and Marcia H. Morse, the Initial Members of Morse & Morse, LLC, has signed these Articles of Organization on this 31st day of October, 2001.



Lawrence D. Morse



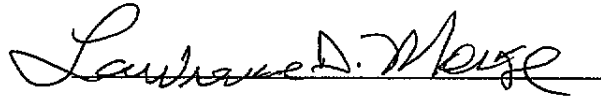
Marcia H. Morse

##### Acceptance of Registered Agent

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

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CLERK OF COURT  
TALLAHASSEE, FLORIDA

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..

A handwritten signature in cursive script, reading "Lawrence D. Morse", written over a horizontal line.

Lawrence D. Morse

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