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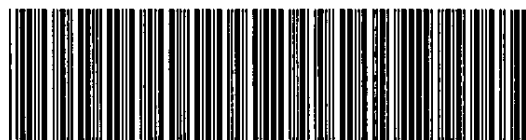
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2014 SEP 16 PM 4:04
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TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
SEP 22 2014

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
KRESGE, PLATT & ABARE, PLLC
(A Florida Limited Liability Company)

FILED
2014 SEP 16 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The limited liability company's name is "Kresge, Platt & Abare, PLLC" ("Company"). The original Articles of Organization were filed with the Florida Department of State on May 31, 2002 and assigned Document Number L02000013307. In accordance Florida Revised Limited Liability Company Act, Chapter 605.0202 of the Florida Statutes and Professional Services Corporation and Limited Liability Company Act, Chapter 621.13 of the Florida Statutes, the undersigned hereby adopts the following Amended and Restated Articles of Organization for the Company:

ARTICLE I – Name:

The name of the Company is: **Kresge, Platt & Abare CPAs, LLC.**

ARTICLE II – Duration:

This Company shall exist on the date of filing of its Articles of Organization with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

ARTICLE III – Address:

The street address and mailing address of the principal office of the Company is as follows:

1200 Plantation Island Drive South
Suite 230
St. Augustine, FL 32080

ARTICLE IV – Nature of Business:


This Company is organized for the purpose of transacting any or all lawful business.

ARTICLE V – Registered Agent, Registered Office and Registered Agent's Signature:

The name of the Registered Agent and the Registered Agent's Registered Office is:

Benjamin L. Platt
1200 Plantation Island Drive South
Suite 230
St. Augustine, FL 32080

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, 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 as provided for in Chapter 605, Florida Statutes.

By: 
Benjamin L. Platt

ARTICLE VI – Management:

The Company shall be a manager managed company in accordance with the Operating Agreement of the Company.

ARTICLE VII – Membership Certificates:

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate.

ARTICLE IX - Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members are subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Amended and Restated Articles as of the 12th day of September, 2014.

Dated: 9/12/14

By: 
Benjamin L. Platt

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

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EXHIBIT A

[Amended and Restated Articles of Organization]

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF THE
MANAGERS AND MEMBERS OF KRESGE, PLATT & ABARE, PLLC**
A Florida Professional Limited Liability Company

THE UNDERSIGNED, being the Managers and Members of **KRESGE, PLATT & ABARE, PLLC**, a Florida professional limited liability company (the "Company"), hereby consent and subscribe to the following acts and resolutions in lieu of holding a formal special meeting regarding the same, pursuant to the Florida Limited Liability Company Act. This instrument shall have the same force and effect as if the actions referenced herein had been taken at a timely called and duly held meeting of the same.

WHEREAS, the Articles of Organization of the Company were filed on May 31, 2002;

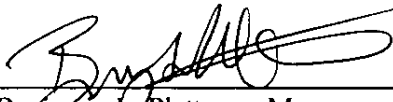
WHEREAS, the Company desires to convert from a Florida professional limited liability company to a Florida limited liability company and to also change its name; and

WHEREAS, after careful consideration and review, the Manager and the Members have deemed it to be in the best interests of the Company to amend and restate its Articles of Organization.

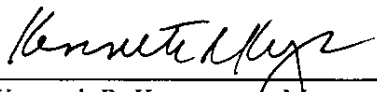
NOW THEREFORE, BE IT RESOLVED, that the Company shall amend its Articles of Organization in the same form and substance of which is attached hereto as Exhibit A (the "Amendment"), and such Amendment be, and is hereby, approved, adopted, ratified, and confirmed in all respects by the Managers and Members; and be it

BE IT FURTHER RESOLVED, that Benjamin L. Platt, as a Manager of the Company, is hereby authorized, empowered and directed to execute and deliver the Amendment in the name and on behalf of the Company.


IN WITNESS WHEREOF, the undersigned hereby executes this Written Consent effective as of Sept 12, 2014.



Benjamin L. Platt, as a Manager and a Member



Kenneth R. Kresge, as a Manager and a Member



William T. Abare III, as a Manager and a Member

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