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**Of Counsel:**

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June 18, 2002

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-06/27/02--01028--006  
\*\*\*\*155.55 \*\*\*\*155.00

Re: Kelnard Title Company

Dear Sir or Madam:

Enclosed please find the original Articles of Organization for Florida Limited Liability Company of Kelnard Title Company along with a copy of same. Also enclosed is a check in the amount of \$155.00 as the filing fee on the same. Kindly file and return a file-stamped copy in the self-addressed, stamped envelope provided.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,

**RICHARD P. ZARETSKY, P.A.**

*Susan M. Bryant*  
Susan M. Bryant

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TALLAHASSEE, FLORIDA

RPZ/smb  
enclosures

6/28  
*[Signature]*

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

### ARTICLE I.

#### Name

The name of the Limited Liability Company shall be Kelnard Title Company, LLC (The "Company").

### ARTICLE II.

#### Duration

The period of duration for the Company shall be perpetual.

### ARTICLE III.

#### Address

The mailing address and street address of the principal office of the Company, shall be c/o Richard P. Zaretsky, 1655 Palm Beach Lakes Blvd., #900, West Palm Beach, FL 33401.

### ARTICLE IV.

#### Registered Agent:

The name and address of the initial registered agent of the Company, shall be: Richard P. Zaretsky, P.A., 1655 Palm Beach Lakes Blvd., #900, West Palm Beach, FL 33401.

### ARTICLE V.

#### Purpose

The Purpose of the Company shall be to engage in any and all lawful business for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

### ARTICLE VI.

#### Members

The Company, shall have one (1) Member initially and the number of Members shall never be less than one (1).

### ARTICLE VII.

#### Management

Management of the Company is reserved to its Members in accordance with the applicable provisions set forth in the Regulations of the Company, as amended from time to time. The name and address of the managerial member of the Company is as follows:

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Automated Land Title Company  
1655 Palm Beach Lakes Blvd.  
Suite 900  
West Palm Beach, FL 33401

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**ARTICLE VIII.**  
**Additional Members**

Additional Members may be admitted to the Company upon the written application of such person or entity and in the manner set forth in the Regulations of the Company as amended from time to time. Any additional members admitted to the Company in accordance with Florida law, these Articles of Organization and the Regulations of the Company, as amended from time to time, shall be required to execute a "Members' Restrictive Agreement" in substantially the same form as Exhibit "A" hereto. Execution of the "Members' Restrictive Agreement" shall be a condition precedent to the admission of any additional Member to the Company.

**ARTICLE IX.**  
**Members' Right to Continue Business**

The right of the remaining Members to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the Member's interest in the Company, shall, provided there shall be at least one (1) Member remaining with ownership interests in the Company, be determined by the remaining Member in accordance with Florida Law and the applicable provisions set forth in the Regulations of the Company, as amended from time to time.

**ARTICLE X.**  
**Indemnification**

**Section 1.** Terms used in this Article X shall have the meanings ascribed to them in Florida Statutes Section 608.4363 or any amended or successor sections of the Florida Statutes.

**Section 2.** Except as may otherwise be provided herein, the Company shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 608.4363(7) or any amended or successor section, indemnify any managing Member, officer, employee or agent who was or is a party to any proceeding for:

(a) in the case of any proceeding other than a proceeding by or in the right of the Company, liability incurred in connection with such proceeding including any appeal thereof, or

(b) in the case of any proceeding by or in the right of the Company, expenses and amounts paid in settlement not exceeding, in the judgment of the Members, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Company shall

not, under this Section 2 or Section 4, indemnify any managing Member, officer, employee or agent if a judgment, settlement or other final adjudication establishes that the managing Member's, officer's, employee's or agent's actions or omissions to act:

(i) are not acts on which a proceeding specified in (a) or (b) of this Section 2 is based and in which the managing Member, officer, employee or agent has been successful on the merits or otherwise in defending, or has been successful in defending any claim. Issue or matter therein, or

(ii) were material to the cause of action so adjudicated and constitute:

(A) a violation of the criminal law, unless the managing Member, officer, employee or agent had no reasonable cause to believe his or her conduct was unlawful;

(B) a transaction from which the managing Member, officer, employee or agent derived an improper personal benefit'

(C) in the case of a managing Member, a circumstance under which the liability provisions of Florida Statutes Section 608.426 is applicable; or

(D) willful misconduct or a conscious disregard for the best interests of the Company in a Proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a Member.

**Section 3.** Notwithstanding the failure of the Company to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article X, and despite any contrary determination of the Members, a managing Member, officer, employee or agent of the Company who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application such court, after giving any notice that it considers, necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

(a) the managing Member, officer, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes Section 608.4363(3) or any amended or successor section, in which case the court shall also order the Company to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

(b) the managing Member, officer, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Company's exercise of its authority pursuant to Section 2 or 4 herein; or

(c) the managing Member, officer, employee or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant

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circumstances, regardless of whether such person met the standard of conduct set forth in Florida Statutes Sections 608.4363 (1), (2) or (7).

It is the express intention and desire of the Company to avoid any obligation to indemnify or advance expenses to any managing Member, officer, employee or agent if:

- (i) the managing Member, officer, employee or agent is not entitled to mandatory indemnification pursuant to Section 3 of this Article X, or
- (ii) the Company has not otherwise agreed to indemnify or advance expenses to such managing Member, officer, employee or agent pursuant to Section 2 hereof.

**Section 4.** Section 2 shall not be construed to mean that indemnification by the Company is not permitted. Subject nevertheless to the limitations of Section 2, the Company may, in its sole discretion, make any other or further indemnification or advancement of expenses to any managing Member, officer, employee or agent under any regulation, agreement, vote of Members, or otherwise, both as to actions of such managing Member, officer, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

**Section 5.** The Company does not recognize, and will not permit, any managing Member's officer's, employee's or agent's application for indemnification or advancement of expenses, or both, if the application is not based in its entirety on a claim that the managing Member, officer, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the managing Member, officer, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Company's exercise of its authority pursuant to Sections 2 and 4 of this Article X.

**Section 6.** Any indemnification under this Article X shall be made by the Company only as authorized in a specific case upon a determination that indemnification of the managing Member, officer, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article X. Such determination shall be made:

(a) By the Members, by a unanimous vote of a quorum consisting of all Members who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Members (in which Members who are parties may participate consisting solely of two or more Members not at the time parties to the proceeding; or

(c) By independent legal counsel:

(i) Selected by the Members prescribed in Section 6(a) or the committee prescribed in Section 6 (b), or

(ii) If a quorum of the Members cannot be obtained for purposes of Section 6(a) and the committee cannot be designated for purposes of Section 6 (b), independent legal

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counsel selected by the unanimous vote of all Members (in which event Members who are parties may participate).

**Section 7.** Expenses incurred by a managing Member or officer in defending a civil or criminal proceeding may be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such managing Member or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company pursuant to this Article X. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Members may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company pursuant to this Article X.

**Section 8.** Indemnification and/or advancement of expenses as provided in this Article X shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be a managing Member, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 9.** If any part of this Article X shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

#### **ARTICLE XI.** **Amendment**

These Articles of Organization may be amended only by the unanimous vote of all Members of the Company at a duly called and noticed Members' meeting, called for the specific purpose of amending these Articles of Organization.

**IN WITNESS WHEREOF**, the undersigned, initial Member of Kelnard Title Company, LLC has executed these Articles of Organization on this 23 day of May, 2002.

ATTEST:

Susan M. Bryant  
Catherine Rende

MEMBER:

AUTOMATED LAND TITLE COMPANY

Richard P. Zane President

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

Kelnard Title Company, LLC., desiring to organize as a limited liability company under the laws of the State of Florida, has designated **Richard P. Zaretsky, P.A., 1655 Palm Beach Lakes Blvd., Suite 900, West Palm Beach, Florida 33401** as its initial registered office and has named **Richard P. Zaretsky, Esquire**, who is located at that address, as its initial registered agent.

Having been named registered agent for the above state limited liability company, at the designated registered, office, the undersigned hereby accepts said appointment, declares that he is familiar with the obligations of such appointment, agrees to act in that capacity and further agrees to comply with the provisions of Florida Statutes relative thereto.



Richard P. Zaretsky, Registered Agent

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