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LIMITED LIABILITY COMPANY

RICHARD R. ELLINGTON, P.L.

Certificate of Status	1
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ARTICLES OF ORGANIZATION OF RICHARD R. ELLINGTON, P.L.

The undersigned hereby certifies that the member has associated for the purpose of becoming a professional limited liability company under Chapter 621 of the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such professional limited liability company.

ARTICLE I

Name

The name of the professional limited liability company shall be RICHARD R. ELLINGTON, P.L.

ARTICLE II

Duration

This professional limited liability company shall exist for a period of time not to exceed thirty (30) years from the date of filing the Articles with the Office of the Secretary of State of Florida, or until sooner dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE III

Address

The mailing address and principal place of business shall be Suite 1900, 515 North Flagler Drive, West Palm Beach, FL 33401, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE IV

Initial Registered Office and Agent

The address of the initial registered office of the professional limited liability company is Suite 1900, 515 North Flagler Drive, Suite 1900 West Palm Beach, FL 33401.

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ARTICLE VIII

Operating Agreement

In furtherance and not in limitation to the powers conferred by the laws of the State of Florida and the United States of America, the members of this professional limited liability company are expressly authorized to frame and adopt any such Operating Agreement for the professional limited liability company as is not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Organization. The members are further expressly authorized to add to, delete from or otherwise amend the Operating Agreement of this professional limited liability company.

ARTICLE IX

Purposes and Powers

A. This professional limited liability company is organized for the following purposes and shall have the following powers:

1. To engage in every aspect of the practice of the profession of law as a professional limited liability company, to perform any and all services ancillary thereto and to own, lease and/or operate offices for the purpose of providing professional legal services.

2. To own real and personal property, to enter into contracts and agreements, and to engage in any lawful business necessary or appropriate in the rendering of the professional legal services authorized under these Articles of Organization.

3. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

4. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the State of Florida, or by the provisions of these Articles of Organization.

B. The professional legal services provided by this professional limited liability company shall be carried out only through members, managers, employees and agents, each of whom is duly licensed or otherwise legally qualified to render professional legal services as a member of the Florida Bar.

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The name of its initial registered agent of this company at that address is Patrick J. Casey.

ARTICLE V

Members Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the professional limited liability company, the remaining members shall have the right to continue the business in accordance with the Operating Agreement of this company.

ARTICLE VI

Management

This professional limited liability company shall be managed by one (1) or more managers. The name(s) and address(es) of the person(s) who shall serve as such until the first annual meeting of members or until such person(s)/successor(s) is elected and qualified shall be as follows:

RICHARD R.ELLINGTON

ARTICLE VII

Restrictions on Membership

Individual members must be licensed to practice the profession of law as a member of the Florida Bar. The shareholders of any member that is a professional service corporation and the members of any member that is a professional limited liability company and individual partners or shareholders of any professional service corporation partner of a partnership that is a member must each be licensed to practice the profession of law as a member of the Florida Bar. Existing members shall have the right to admit new members subject to the restrictions of these Articles of Organization and the Operating Agreement of the company. Contributions required of new members shall be determined as of the time of admission to the professional limited liability company in accordance with the Operating Agreement of this professional limited liability company.

A member's interest in the professional limited liability company may not be sold or otherwise transferred except to a person licensed to practice the profession of law in the State of Florida in accordance with the Operating Agreement of this professional limited liability company.

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ARTICLE X**Amendment**

These Articles of Organization may be amended by a vote of members representing Seventy-Five Percent (75%) of the ownership interest in this professional limited liability company.

The undersigned, being the authorized attorney and representative of the initial member of this professional limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of Richard R. Ellington, P.L.

Executed by the undersigned at West Palm Beach, Florida and made effective on the 13 day of September 2002.

By: 

PATRICK J. CASEY

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated company, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


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