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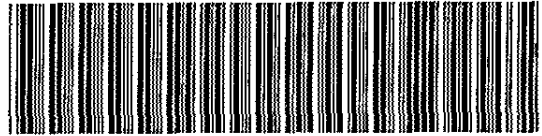
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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L02-30247
OK

Clifton A. McClelland, Jr.
5315 Crane Road
Melbourne, FL 32901

November 7, 2002

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

RE: McClelland, Jones & Lyons, L.C.

Enclosed are an original and one copy of the Articles of Organization and Statement Designating Registered Agent and Office of the above-referenced corporation. Kindly file the original and return a date stamped copy to the undersigned in the envelope provided for your convenience.

Also enclosed is our check in the amount of \$125.00 to cover the filing fee.

Thank you for your assistance in this matter.

Very truly yours,



Clifton A. McClelland, Jr.

CAM/tah
Enclosure

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**ARTICLES OF ORGANIZATION
OF
McCLELLAND, JONES & LYONS, LC.**

The undersigned hereby adopts these Articles of Organization in order to form a limited liability company under Chapters 608 and 621 of the Florida Statutes.

ARTICLE I-NAME

The name of this limited liability company shall be McCLELLAND, JONES & LYONS, LC. (the "Company")

ARTICLE II-DURATION

The Company shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III- PURPOSE

The purpose of the Company is to engage in the practice of law and any other lawful business activity that is not prohibited with respect to a professional limited company organized according to the laws of the State of Florida.

ARTICLE IV-ADDRESS

The initial street and mailing address of the principal place of business of the Company is 1901 S.Harbor City Blvd., Suite 500, Melbourne, FL., 32901

ARTICLE V-REGISTERED AGENT

The initial address in Florida of the initial registered office of the Company is 1901 S. Harbor City Blvd., Suite 500, Melbourne, FL., 32901. And the name of the initial Registered Agent of the Company at that address is Clifton A. McClelland, Jr.

ARTICLE VI-ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the regulations of the Company and otherwise in compliance with the provisions of Chapter 621, Florida Statutes.

ARTICLE VII-MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining Member(s) of the Company may continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company upon unanimous agreement and as provided in the regulations of the Company.

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ARTICLE VIII-MANAGEMENT

The Company shall be managed by one (1) or more managers. The number of initial managers, who shall serve as managers until the first annual meeting of the Members of the Company or until their successors are duly elected, shall be three (3). The names and addresses of such initial managers are as follows:

CLIFTON A. McCLELLAND, JR.
1901 S. Harbor City Blvd.
Suite 500
Melbourne, FL. 32901

HARRY A. JONES
1901 S. Harbor City Blvd.
Suite 500
Melbourne, FL. 32901

AARON D. LYONS
1901 S. Harbor City Blvd.
Suite 500
Melbourne, FL. 32901

ARTICLE IX-ADOPTION OF REGULATIONS

The Members of the Company shall adopt regulations which shall contain provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE X-AMENDMENT

The Company shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

IN WITNESS WHEREOF, We have signed these Articles of Organization and acknowledged them to be our act the 7th day of November, 2002.

Clifton A. McClelland, Jr., P.A., Member


By: Clifton A. McClelland, Jr., President

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In accordance with Section 608.408(3) Florida Statutes, the execution of the Affidavit constitutes an affirmation under the penalties of perjury that the facts herein stated are true.

Clifton A. McClelland, Jr. P.A., Member

Clifton A. McClelland, Jr.
By: Clifton A. McClelland, Jr., President

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

Clifton A. McClelland, Jr.
Clifton A. McClelland, Jr.

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