

L03000008216

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

**A. LUNT**

MAY 12 2010

**EXAMINER**

Office Use Only



800180539448

05/10/10 01051--005 \*\*55.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 MAY 11 PM 2:31

FILED

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
CAMERLENGO & BROCKWELL, P.L.**

Pursuant to section 608.411, Florida Statutes, the Articles of Organization of Camerlengo & Brockwell, P.L., originally filed on March 6, 2003, are amended and restated in their entirety to read as follows:

**ARTICLE – NAME**

The name of the limited liability company is the Camerlengo Law Group, P.L. (the "Company").

**ARTICLE II – ADDRESS**

The street address of the principal office and the mailing address of the Company are:

644 Cesery Boulevard, Suite 300  
Jacksonville, FL 32211

**ARTICLE III - PURPOSE**

The company is organized for the purpose of performing legal services and all lawful business permitted under the laws of the United State and of the State of Florida.

**ARTICLE IV – DURATION AND EXISTENCE: EFFECTIVE DATE**

The Company will exist perpetually. These Amended and Restated Articles of Organization shall be effective as of May 15, 2010, unless the filing of these Amended and Restated Articles of Organization occurs more than five (5) business days thereafter, in which event these Amended and Restated Articles of Organization shall be effective upon the filing of these Amended and Restated Articles of Organization with the Secretary of State of the State of Florida.

**ARTICLE V – CONTINUATION OF LIMITED LIABILITY COMPANY**

So long as the company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue

Prepared by:  
Camerlengo Law Group, P.L.  
644 Cesery Boulevard, Suite 300  
Jacksonville, FL 32211  
(904) 306-9220

L03000008216

**FILED**  
2010 MAY 11 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### CERTIFICATE OF ADOPTION

The undersigned hereby certifies that the foregoing Amended and Restated Articles of Organization were adopted and approved, and their filing authorized, by unanimous written consent of the Company's managers pursuant to Section 608.4231(6), Florida Statutes, and written consent of the Company's member pursuant to Section 608.4231(8), Florida Statutes on May 3, 2010.

CAMERLENGO LAW GROUP, P.L.

By:

  
Joseph V. Camerlengo, President

### ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of the Florida Limited Liability Company Act, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

CAMERLENGO LAW GROUP, P.L.

By:

  
Joseph V. Camerlengo, President

**FILED**  
2010 MAY 11 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as the member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

#### ARTICLE VI – REGISTERED OFFICE AND AGENT

The Company hereby (i) designates 644 Cesery Boulevard, Suite 300, Jacksonville, FL 32211 as the street address of the Company's registered office, and (ii) names Joseph V. Camerlengo as the Company's registered agent at that address to accept service of process within the State of Florida.

#### ARTICLE VII – MANAGEMENT AND AUTHORITY

The Company shall be manager-managed company. Pursuant to Section 608.4235, Florida Statute, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

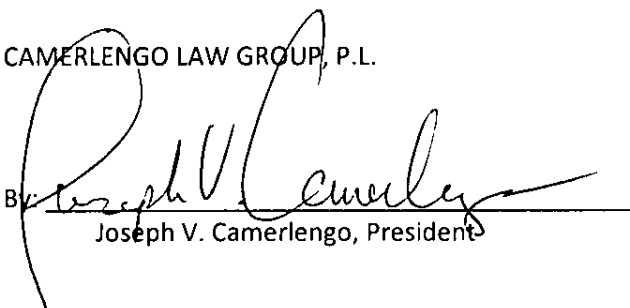
#### ARTICLE VIII – INDEMNIFICATION

(a) The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as a manager or officer within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceedings by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

The undersigned, for the purpose of amending and restating the Company's Articles of Organization under the laws of the State of Florida, has executed these Amended and Restated Articles of Organization.

CAMERLENGO LAW GROUP, P.L.

By   
Joseph V. Camerlengo, President

FILED  
2018 MAY 13 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA