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(Business Entity Name)

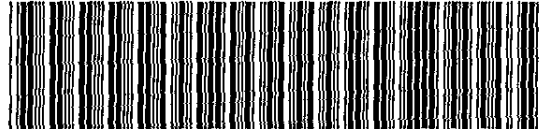
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DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*BK*

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

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FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK

DATE: 11-24-03

REF. #: 001142.21398

CORP. NAME: INDEPENDENT REPRESENTATIVE BENEFIT LLC

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 9139 FOR \$ 125.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

**ARTICLES OF ORGANIZATION**

**Independent Representative Benefit LLC**

A Florida Limited Liability  
Company

The undersigned is the authorized representative of at least one of the members of Independent Representative Benefit LLC (the "Limited Liability Company") and subscribes and files these Articles of Organization to organize the Company as a Florida Limited Liability under the Florida Limited Liability Company Act (the "Act").

**Article 1. Name:**

The name of the Limited Liability Company is:

**INDEPENDENT REPRESENTATIVE BENEFIT LLC**

**Article 2. Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

4328 Middlelake Drive  
Tampa, Florida 33607

**Article 3. Effective Date and Duration:**

The effective date of the Limited Liability Company is November 21, 2003. The period of duration of the Limited Liability Company is perpetual.

**Article 4. Registered Agent:**

The name and address of the Limited Liability Company's initial registered agent are:

DAVID B. WEINSTEIN  
Suite 100  
625 E. Twiggs Street  
Tampa, Florida 33602

Such individual resides in Florida and has a business office identical with such registered office.

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TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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 608, Florida Statutes.*

  
DAVID B. WEINSTEIN

#### **Article 5. Members**

The names and addresses of the initial members of the Limited Liability Company are:

ALAN AND MIRIAM AARON, AS TENANTS BY THE ENTIRETIES  
4328 Middle Lake Drive  
Tampa, Florida 33624  
As to a 50% interest

NEWMAN GROUP OF TAMPA, INC.  
14107 Hollingfare Place  
Tampa, Florida 33624  
As to a 16.66% interest

WHITE SALES & MARKETING INC.  
1963 Illinois Avenue N.E.  
St. Petersburg, Florida 33703  
As to a 16.66% interest

KYLE AND AMY BROWN, AS TENANTS ~~by~~ THE ENTIRETIES  
5216 S. Crescent Drive  
Tampa, Florida 33611  
As to a 16.66% interest

The members have the above stated percentage interests in the Limited Liability Company for all purposes. Unless provided otherwise in these Articles, the Limited Liability Company's operating agreement, or other appropriate documentation:

- (a) The members have above stated percentage rights to the properties, capital, profits, and losses of the Limited Liability Company.

## **Article 6. Operating Agreement**

The initial adoption of the Limited Liability Company's operating agreement requires the unanimous approval of the members, as does the adoption of any amendments, unless such operating agreement expressly provides otherwise with respect to any such amendment.

### **Section 6.01 Additional Members**

Such operating agreement may grant the right, if any, to admit additional members and the terms and conditions of such admission. Absent such grant, however, the admission of additional members, and the terms and conditions of their admission, requires the unanimous approval of the members.

### **Section 6.02 Continuing Business**

Such operating agreement also may grant the right, if any, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other specified event that terminates the continued membership of a member in the Limited Liability Company.

## **Article 7- Management**

The Company shall be managed jointly by two managers, who shall be the members identified below. The number and authority of the managers may be changed in accordance with the Operating Agreement.

Managing members: ALAN AARON  
4328 Middle Lake Drive  
Tampa, Florida 33624

NEWMAN GROUP OF TAMPA, INC.  
14107 Hollingfare Place  
Tampa, Florida 33624

## **Article 8 .Liability of the Managers**

No person who is serving or who has served as a manager of the Limited Liability Company shall be personally liable to the Limited Liability Company or any of its members for monetary damages for breach of duty as a manager, except for liability with respect to (i) acts or omissions that the manager at the time of such breach knew were clearly in conflict with best interests of the Limited Liability Company, (ii) any transaction from which the manager derived an improper personal benefit, or (iii) acts or omissions with respect to which the Chapter 608, Florida Statutes does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a manager's reasonable compensation or other reasonable

personal benefit" does not include a manager's reasonable compensation or other reasonable incidental benefit for or on account of his service as a manager, employee, independent contractor, attorney or consultant of the limited liability company. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, nor any provision or amendment to the Operating Agreement shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

To WITNESS the foregoing, the undersigned has executed these Articles November 20<sup>th</sup> 2003.

  
\_\_\_\_\_  
Max Mitchell-Newman