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LAW OFFICES
MYLES G. CYPEN, P.A.
P.O. BOX 327328
FORT LAUDERDALE, FLORIDA 33332

BROWARD: 954.434.3737
MIAMI-DADE: 305.695.9500

FACSIMILE: 954.434.3838
E-MAIL: cypenm@bellsouth.net

February 11, 2004

VIA FED EX

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Counselors On Medicaid Planning & Elder Law, P.L.
Our File No. 15184**

Gentlemen:

Enclosed please find original of Articles of Organization for the above named professional limited liability company, together with check in the amount of \$125.00 representing filing fee and fee for registered agent designation.

Thank you.

Cordially yours,

MYLES G. CYPEN, P.A.

A handwritten signature in black ink, appearing to read "Myles G. Cypen", written in a cursive style.

Myles G. Cypen
For The Firm

Enclosures

**ARTICLES OF ORGANIZATION
OF
COUNSELORS ON MEDICAID PLANNING & ELDER LAW, P.L.**

The undersigned, for the purpose of forming a professional limited liability company pursuant to Chapters 621 and 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization ("Articles").

ARTICLE I. NAME

The name of the professional limited liability company shall be **COUNSELORS ON MEDICAID PLANNING & ELDER LAW, P.L.** ("Company.")

ARTICLE II. ADDRESS

The street address of the principal office of the Company shall be 1550 NE Miami Gardens Drive, Suite 507, North Miami Beach, Florida 33179, and the mailing address shall be P.O. Box 327328, Fort Lauderdale, Florida 33332.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to engage in every aspect and phase of the practice of law, specifically including but not limited to the field of elder law, and any and all business permitted by the laws of the State of Florida for a professional limited liability company. The professional services involved in the Company's practice of law may be rendered only through its members, employees and agents who are duly licensed or otherwise legally authorized to practice law in the State of Florida. The Company shall not engage in any business other than the practice of law; provided, however, that nothing herein contained shall prohibit the Company from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of its professional services.

ARTICLE IV. COMMENCEMENT OF EXISTENCE AND DURATION

The Company shall commence its existence on February 15, 2004. The Company's existence shall be perpetual.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is **MYLES G. CYPEN, ESQ.**, 12555 Orange Drive, #4B, Davie, Florida 33330.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall be permitted to make additional capital contributions to the Company only upon the unanimous consent of all of the members.

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TALLAHASSEE, FLORIDA

ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Regulations, duly adopted and as amended from time to time by the members.

ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company unless all the members of the Company have unanimously consented in writing to admission upon such terms and conditions as shall be determined by them, and unless such additional member shall be a professional corporation, professional limited liability company or an individual, each of which must be duly licensed or otherwise legally authorized to practice law in the State of Florida. Contributions required of new members shall be determined as of the time of admission to the Company. No member may sell or transfer ownership interest in the Company except to another professional corporation, professional limited liability company or an individual, each of which must be duly licensed or otherwise legally authorized to practice law in the State of Florida, and except as set forth in the Regulations, and the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all the members of the Company have unanimously consented in writing to the proposed transfer.

ARTICLE IX. MANAGEMENT

The Company shall be member-managed. The members may adopt and approve an Operating Agreement which may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles.

The name and address of the managing members of the Company is as follows:

ABRAMS BERGER, P.A.
1550 NE Miami Gardens Drive, Suite 507
North Miami Beach, Florida 33179

MYLES G. CYPEN, P.A.
P.O. Box 327328
Fort Lauderdale, Florida 33332

ARTICLE XI. INDEMNIFICATION

The Company shall have the power to indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

ARTICLE XII. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 10th day of February, 2004.

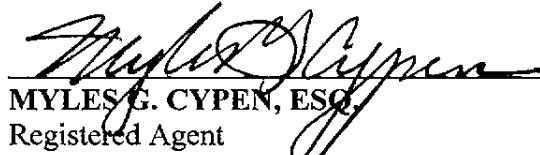
MYLES G. CYPEN, P.A.
Managing-Member

By


MYLES G. CYPEN, ESQ., as President

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Articles of Organization of, as Registered Agent for this professional limited liability company, hereby consents to accept service of process for said Company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of her duties and is familiar with, and accepts, the obligations of the position of Registered Agent.


MYLES G. CYPEN, ESQ.
Registered Agent

Dated: February 10, 2004