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Division of Corporations  
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LIMITED LIABILITY COMPANY

ALBIE CUMMINGS, PL

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF ORGANIZATION****OF****ALBIE CUMMINGS, PL**

The undersigned member, who is duly licensed realtor in the State of Florida, for the purpose of forming a professional limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I - NAME**

The name of this company is: **ALBIE CUMMINGS, PL**.

**ARTICLE II - TERM OF EXISTENCE**

The date and time when company existence shall commence shall be the date of filing of these Articles with the Department of State, and the company shall have perpetual existence thereafter.

**ARTICLE III - NATURE OF BUSINESS**

The company is organized to practice the profession of real estate sales and consultation and its purposes in furtherance of the practice of such profession are as follows:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a realtor, licensed under the laws of the State of Florida, is allowed to render, but such professional services shall be rendered only through individuals authorized by the laws of the State of Florida to render such professional services as individuals.

(b) To invest any funds of the company in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(c) To have, in furtherance of the corporate purposes, all of the powers conferred upon companies organized in the State of Florida, subject to any limitations thereof contained in these Articles of Organization, in Chapter 621 of the Florida Statutes, or any laws of the State of Florida.

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ARTICLE IV - POWERS

The company shall have power:

(a) To purchase, sell, lease, let, demise, develop and/or subdivide all real or personal property wheresoever situate.

(b) To purchase and sell for itself and for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure the same.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

(d) To purchase the corporate assets of any other professional company, and engage in the same or other character of business.

(e) To loan the monies of the company and to take back mortgages as security therefor on both real and personal property.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other company of the State of Florida, or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

(h) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

(i) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(j) To have and exercise all powers necessary or convenient to effect its purposes.

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ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this company shall be 6511 Windjammer Place, Bradenton, Florida 34202.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 6511 Windjammer Place, Bradenton, Florida 34202, and the name of its initial Registered Agent at such address is Albie Cummings.

ARTICLE III**EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the Managers of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

ARTICLE IV**MANAGEMENT**

This limited liability company is to be initially managed by one (1) manager. The name(s) and address(es) of the person(s) who shall serve as manager(s) until the first annual meeting of members or until successors are elected and qualified are as follows:

Albie Cummings  
6511 Windjammer Place  
Bradenton, Florida 34202

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**ARTICLE V****MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with majority written consent of all members, as well as pursuant to any and all applicable provisions of the Company's Regulations and Operating Agreement and Company's Comprehensive Buy-Sell Agreement. Notwithstanding the previous sentence, in the event that the Articles of Organization and/or the Company's Regulations and Operating Agreement are inconsistent with the transfer of Membership interest provisions of the Company's Comprehensive Buy-Sell Agreement, in effect, the Comprehensive Buy-Sell Agreement shall control.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on majority consent of the remaining members.

**ARTICLE VI****PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Profits shall be allocated in accordance with the Company's Capital Account balances.

Additionally, the distributive share of the profits shall be determined and paid to the members each year as determined by the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Losses shall be allocated in accordance with the Company's Capital Account balances.

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The undersigned, being an authorized representative, or member, of the limited liability company, certifies that this instrument constitutes the Articles of Organization of ALBIE CUMMINGS, FL.

Executed by the undersigned on July 2, 2004.

  
ALBIE CUMMINGS  
Manager/Member

#### ACCEPTANCE BY REGISTERED AGENT

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 provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Florida Statutes.

  
ALBIE CUMMINGS

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