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Cathy Sleeth

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(Address)

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Tallahassee, FL 32301

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**ARTICLES OF ORGANIZATION OF
FLORIDA CAPITAL INSURANCE SERVICES, LLC**

FILED
04 OCT -7 AM 8:33
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **FLORIDA CAPITAL INSURANCE SERVICES, LLC**, and its principal office shall be located at **300 EAST PARK AVENUE, TALLAHASSEE, FLORIDA 32301**.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. Provide insurance related services to governmental and private entities.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited to restricted by reference to or inference from the terms of any other clause. *They shall be regarded as independent purposes and powers.*

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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 managing member of this limited liability company.

This Article may be amended from time to time in the regulations of the limited liability company be a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by **TWO (2)** managers. The initial managing member shall be **FREDERICK L. BATEMAN, JR.**, whose address is **300 EAST PARK AVENUE, TALLAHASSEE, FLORIDA 32301**. The second manager shall be **EDWARD DOUGLAS**, whose address is **2400 S.E. FEDERAL HWY, SUITE 220, STUART, FLORIDA 34994**. The members may elect a successor managing member annually at the annual membership meeting.

ARTICLE V

MEMBERSHIP RESTRICTIONS

All members shall have the right to admit new members by unanimous 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 unanimous written consent of all members.

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 unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions to the limited liability company by each member initially are as follows:

Frederick L. Bateman, Jr.	\$100.00
Edward Douglas	\$100.00

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII
MEMBERS OWNERSHIP PERCENTAGES

The ownership percentage in this limited liability company of each member is as follows:

• Frederick L. Bateman, Jr.	-	50%
• Edward Douglas	-	50%

ARTICLE VIII
PROFITS AND LOSSES

Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company, in accordance with their percentage of ownership. The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of

the limited liability company, the month and day of the commencement date being **SEPTEMBER 30, 2004.**

ARTICLE IX

DURATION

This limited liability company shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in regulations adopted by the members.

ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **300 EAST PARK AVENUE, TALLAHASSEE, FLORIDA 32301** and the name of the company's initial registered agent at that address is **BATEMAN HARDEN, PA.**

The undersigned, being the managing member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of - **FLORIDA CAPITAL INSURANCE SERVICES, LLC.**

Executed by the undersigned at Tallahassee, Florida on this 30 day of September, 2004.

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared Frederick L. Berkman, Jr., who is known to me to be the person who executed the foregoing Articles of Organization or who has produced Who is personally known to me as identification, and acknowledge before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 30th day of September 2004.

Cathy Sleeth

NOTARY PUBLIC



Cathy Sleeth

Commission # DD269186

Expires November 29, 2007

Bonded Troy Fain Insurance Inc. 800-325-7019

WITNESSES

Will
Donald Downey


Hebra L. Odorn
Debra L. Odorn

Frederick L. Bateman, Jr.

CERTIFICATE OF REGISTERED AGENT

FLORIDA CAPITAL INSURANCE SERVICES, LLC, located at **300 EAST PARK AVENUE, TALLAHASSEE, FLORIDA 32301**, names **BATEMAN HARDEN, PA**, as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is **300 EAST PARK AVENUE, TALLAHASSEE, FLORIDA 32301**.

DATED this 30 day of September, 2004.

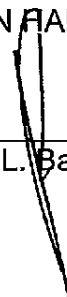


Frederick L. Bateman, Jr., Managing Member

Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the address designated in this certificate, I do hereby accept the appointment as Registered Agent and agree to act in this capacity.

DATED this 30 day of September, 2004.

BATEMAN HARDEN, PA



Frederick L. Bateman, Jr., President