

L04000083773

11/18/04 TH 0:48 FAX 7223 9729

O'HAIRE, QUINN, CANDLER

001

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000230342 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : O'HAIRE, QUINN, CANDLER, & CASALINE CHARTERED
Account Number : 073077002560
Phone : (772) 231-6900
Fax Number : (772) 231-9729

RECEIVED

04 NOV 18 AM 11:05

DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Harry Francis Mallgrave, Architect, Chartered

Certificate of Status	1
Certified Copy	1
Page Count	067
Estimated Charge	\$160.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 NOV 18 A 11:59

FILED

Name Availability	
Document Examiner	
Meta	
Author	
Version	
Acknowledgement	
W. P. Verifier	

Electronic Filing Menu

Corporate Filing

Public Access Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

11/18/04

Fax Audit No. H04000230342 3

ARTICLES OF ORGANIZATION
OF
HARRY FRANCIS MALLGRAVE, ARCHITECT, CHARTERED

Pursuant to the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Limited Liability Company Act the undersigned, acting as organizer of a professional limited liability company, who is a duly licensed architect under the laws of the state of Florida, hereby adopts the following Articles of Organization for such Company:

Article I
Name

The name of the limited liability company is Harry Francis Mallgrave, Architect, Chartered.

Article II
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III
Units of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units Harry Francis Mallgrave, Architect, Chartered is authorized to have outstanding is 1,000 units, all of which shall be identical units. None of the units of the Company may be issued to anyone who is not a duly licensed architect under the laws of the state of Florida.

Section B. First Lien. The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a

Instrument Prepared By:
Richard B. Candler, Esq.
3111 Cardinal Drive
Vero Beach, FL 32963
Telephone: (772) 231-6900
Florida Bar No. 0510040

FILED
2004 NOV 18 A 10:59
SECRETARY OF STATE
TALLAHASSEE, FL

Fax Audit No. H04000230342 3

transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. Right to Redeem Units. Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital.

Section E. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

Article IV
Registered Agent and Office

The address of the initial Registered Office of the Company is 912 Seagrape Lane, Vero Beach, FL 32963, and the name of its initial Registered Agent at such address is Harry F. Mallgrave.

Article V
Principal Office

The mailing address and street address of the principal office of the Company is 912 Seagrape Lane, Vero Beach, FL 32963.

Article VI
Agent for Service of Process

The Department Of State of the State of Florida is designated as the agent of the Company upon whom process in any action or proceeding against it may be served. The address to which the Department Of State shall mail a copy of process in any action or proceeding against the Company which may be served upon it is 912 Seagrape Lane, Vero Beach, FL 32963.

Article VII
Organizer

The name and address of the organizer, who is a duly licensed architect under the laws of the state of Florida, is:

Harry F. Mallgrave
912 Seagrape Lane
Vero Beach, FL 32963

FILED
2004 NOV 18
TALLAHASSEE
SECRETARY OF STATE

Fax Audit No. H04000230342 3

Article VIII
Purpose and Power

The Company shall be formed for the purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that an architect, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice architecture therein. The Company may furnish or supply by contract architectural services requiring application of the science, art, or profession of planning sites and of planning or designing buildings or architectural structures and their related facilities by and under the direct supervision of certificated architects and other licensed personnel; to do consultation, investigation, evaluation, planning, design, preparation of instruments of service such as drawings and specifications; and to supervise construction insofar as customarily performed by architects. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article IX
Voting Trusts

No Member of the Company shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of such Member's units.

Article X
Repurchase Of Membership Units

If any Member shall die or no longer be a duly licensed architect under the laws of the state of Florida, such Member's units shall immediately be purchased by the Company.

Article XI
Management

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Manager of the Company, who shall serve as such until its successor is elected and shall qualify, is:

Office

Name and Address

Member-Manager

Harry F. Mallgrave
912 Seagrape Lane
Vero Beach, FL 32963

FILED
2004 NOV 18 A 10:56
SECRETARY OF STATE
TALLAHASSEE, FL

Fax Audit No. H04000230342 3

Article XII
Indemnification

The Company shall indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of (i) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Member-Manager shall be adjudged liable to the Company.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XIII
Copies

Copies of the Operating Agreement of Harry Francis Mallgrave, Architect, Chartered may be obtained from Harry F. Mallgrave via a written request mailed to 912 Seagrape Lane, Vero Beach, FL 32963.

Article XIV
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Member-Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager.

FILED
NOV 18 A
9

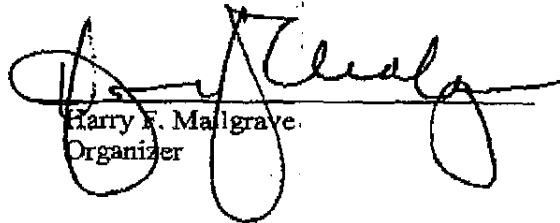
Article XV
Amendment of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

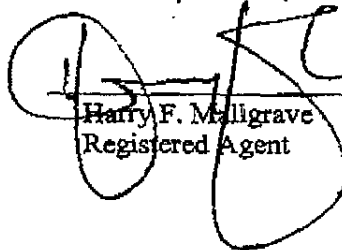
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of Member or authorized representative of Member.

Dated November 16, 2004.


Harry F. Mallgrave
Organizer

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 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, F.S.


Harry F. Mallgrave
Registered Agent

FILED
NOV 18 A 10:59

11/18/04 THU 09:49 FAX 772 231 9729

O'HAIRE, QUINN, CANDLER

007

Fax Audit No. H04000230342 3

State of Florida

)
) ss.
)

County of Indian River

The foregoing instrument was acknowledged before me this November 16, 2004 by
Harry F. Mallgrave, who is personally known to me or who has produced
Florida Driver's License as identification.



Kristin Adams
Notary Public in and for
said State
Serial number: _____

FILED
2004 NOV 18 A 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA