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105-25259  
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3305 Calle Del Mar  
Melbourne, FL 32904  
(321) 723-6625  
wjpott@yahoo.com

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# WILLIAM C. POTTER

## Attorney at Law

March 9, 2005

Registration Section  
Division of Corporations

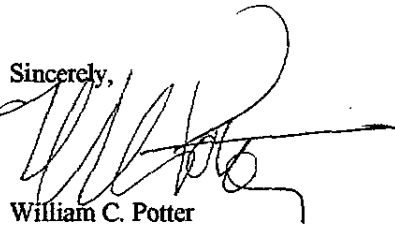
Re: William C. Potter, Attorney, P.L.

Dear Sir or Madam:

The enclosed Articles of Organization are submitted for filing. I enclose herewith check in the amount of \$155.00 for filing fee and certified copy. Please return all correspondence regarding this matter to William C. Potter, 3305 Calle Del Mar, Melbourne, FL 32904.

Thank you for your cooperation.

Sincerely,



William C. Potter  
Attorney

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*Attorney at Law*

**ARTICLES OF ORGANIZATION  
OF  
WILLIAM C. POTTER, ATTORNEY, P. L.**

The undersigned certifies that I have associated for the purpose of becoming a professional limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit. I further declare that 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 professional limited liability company shall be WILLIAM C. POTTER, ATTORNEY, P.L., and its principal office shall be located at 3305 Calle Del Mar, in the City of Melbourne, County of Brevard, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE 11**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for professional 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. To engage in the practice of law.
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 purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit.

6. 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 or 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 purporting to authorize 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 professional limited liability company shall be managed under the direction of, the members of this professional limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the professional limited liability company.

### ARTICLE IV

#### MANAGEMENT

Management of this professional limited liability company is reserved to its members, whose names and addresses are as follows:

William C. Potter 3305 Calle Del Mar, Melbourne, Florida 32904

### ARTICLE V

#### MEMBERSHIP RESTRICTIONS

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 professional limited liability company. No member shall be admitted who is not duly authorized to practice law in the State of Florida.

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.

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## ARTICLE VI

### CAPITAL CONTRIBUTIONS

Capital contributions in the total amount of \$ 1,000.00 cash shall be paid to the limited liability company by William C. Potter. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

## ARTICLES VII

### 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 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:

William C. Potter      one hundred percent (100%).

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commence of business of the limited liability company, the month and day of the commencement date being the date of filing of record of these Articles of Organization.

- (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:

William C. Potter      one hundred percent (100%)

## ARTICLE VIII

### TERM

This limited liability company shall exist until March 1, 2035, or dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3305 Calle Del Mar of City of Melbourne, County of Brevard, State of Florida, and the name of the company's initial registered agent at that address is William C. Potter.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of WILLIAM C. POTTER, ATTORNEY, P.L.

Executed by the undersigned William C. Potter on March 9, 2005.

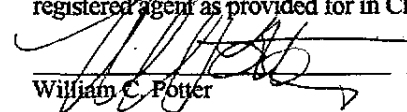


William C. Potter

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

ACCEPTANCE OF RESIDENT AGENT

Having been named as registered agent and to accept service of process for the above stated professional limited liability company at the place designated in these Articles of Organization, 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.

  
William C. Potter

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