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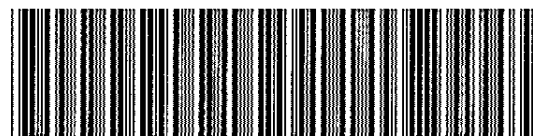
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 21, 2005

TAYLOR LAW FIRM, LLC
1770 VINEYARD WAY
TALLAHASSEE, FL 32317

SUBJECT: TAYLOR LAW FIRM, LLC
Ref. Number: W05000020105

We have received your document for TAYLOR LAW FIRM, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 605A00027418

ARTICLES OF ORGANIZATION

Of The

TAYLOR LAW FIRM, LLC

ARTICLE I - NAME

The name of the limited liability company shall be the "Taylor Law Firm, LLC".

ARTICLE II - PRINCIPLE OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the LLC is:

Taylor Law Firm, LLC
1770 Vineyard Way
Tallahassee, Florida 32317

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE, &
REGISTERED AGENT'S SIGNATURE:**

The name and the Florida street address, and phone number of the registered agent are:

Phillip H. Taylor, Esq.
1770 Vineyard Way
Tallahassee, Florida 32317
850-877-5306

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..



Registered Agent's Signature

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ARTICLE IV - PURPOSE

The purpose of the company shall be the practice of law in Florida as a limited liability company (LLC).

ARTICLE V - MANAGEMENT

- 1) The Taylor Law Firm, LLC shall be a shareholder- managed company.
- 2) Termination Date - The company shall have no termination date.
- 3) No shareholder of the limited liability company has the power or authority to delegate to one or more other non-shareholder persons the shareholder's rights and powers to manage and control the business and affairs of the limited liability company, including the power and authority to delegate to agents, boards of shareholders, officers and assistant officers, and employees of a shareholder of the limited liability company.
- 4) Operating Agreement
 - a) Except as otherwise provided by Florida statutes, shareholders of this limited liability company may enter into an operating agreement, which need not be in writing, to regulate the affairs of the limited liability company and the conduct of its business, establish duties in addition to those set forth in this chapter, and to govern relations among the shareholders. The shareholders of this limited liability company may enter into an operating agreement before, after, or at the time the articles of organization are filed, and the operating agreement takes effect on the date of the formation of the limited liability company or on any other date provided in the operating agreement.
 - b) The power to adopt, alter, amend, or repeal the operating agreement of the limited liability company shall be vested in the shareholders of the limited liability company by these articles of organization. An operating agreement, if used, may be oral and may be adopted, altered, and/or repealed by agreement of all shareholders.

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- c) Actions taken by the limited liability company in good faith in accordance with any emergency operating agreement have the effect of binding the limited liability company and may not be used to impose liability on a shareholder, employee, or agent of the limited liability company.

ARTICLE VI – CAPITAL

- 1) Federal Tax Status - The LLC shall be a Florida domestic business entity but taxes will be against the members like in a partnership. The LLC entity has no federal income tax obligations.
- 2) Contributions To Capital - The contribution of any shareholder may be in cash, property, services rendered, or a promissory note or other obligation to contribute cash, property, or to perform services.
- 3) Sharing Of Profits And Losses - The profits and losses of the limited liability company shall be allocated among the shareholders in the manner provided in these articles of organization. Profits and losses shall be allocated on the basis of the percentage of shareholder interests based on the formula that each shareholder has the percentage of economic, profit, and other interests equal to the whole divided by the number of shareholders.

ARTICLE VII - PROPERTY

- 1) All property originally contributed to the limited liability company or subsequently acquired by the limited liability company by purchase or otherwise is limited liability company property.
- 2) All shareholders shall sign and deliver any instrument transferring or affecting the limited liability company's interest in real property. The instrument is conclusive in favor of a person who gives value without knowledge of the lack of the authority of the person signing and delivering the instrument.
- 3) Unless otherwise provided in the articles of organization or the operating agreement, property acquired with limited liability company funds is LLC property.
- 4) Instruments and documents providing for the acquisition, mortgage, or disposition of property of the LLC shall be valid and binding upon the LLC.

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ARTICLE VIII – SHAREHOLDER RIGHTS AND DUTIES

- 1) Nature Of Interest Of Shareholders - Each interest of a shareholder in the company is personal property. Shareholder status is limited to natural persons who are members in good standing of the Florida Bar Association.
- 2) Assignment Of Shareholder's Interest - A shareholder's interest may be assigned only with the written consent of all shareholders of the company. No interest may be assigned to other than natural persons who are members in good standing of the Florida Bar Association.
- 3) General Standards For Shareholders - Each shareholder shall owe a duty of care and a duty of loyalty to the LLC and to all of the other shareholders in accordance with Chapter 608 Florida Statutes.
- 4) Meetings and Voting By Shareholders
 - a) These articles of organization provide for one class of shareholders having such relative rights, powers, and duties as the articles of organization may provide.
 - b) No written notice of the time, place, or purpose of any meeting is required.
 - c) The articles of organization grant that voting by shareholders shall be on a per capita basis with each shareholder having one vote based on the formula that each shareholder has the percentage of economic, profit, and other interests equal to the whole divided by the number of shareholders.
 - d) In no event shall the articles of organization be amended unless by a vote of all of the shareholders.
- 5) Admission Of Additional Shareholders - Except as otherwise provided in the articles of organization, no person may be admitted as a shareholder unless all shareholders consent in writing to the admission of the additional shareholder.
- 6) Agency Of Shareholders
 - a) Each shareholder is an agent of the LLC for the purpose of its business, and an act of a shareholder, including the signing of an instrument in the LLC's name, for apparently carrying on in the ordinary course the LLC's business or business of the kind carried on by the company binds the LLC, unless the shareholder had no authority to act for the LLC in the particular matter and the person with whom the shareholder was dealing knew or had notice that the shareholder lacked authority.

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- b) An act of a shareholder which is not apparently for carrying on in the ordinary course the LLC's business or business of the kind carried on by the LLC binds the LLC only if the act was authorized by appropriate vote of the other shareholders.
 - c) An act of a shareholder which is not apparently for carrying on in the ordinary course the LLC's business or business of the kind carried on by the LLC binds the LLC only if the act was authorized under s. 608.422 Florida statutes.
- 7) Withdrawal Of Shareholder And Distribution Upon Withdrawal
- a) A shareholder may withdraw from the LLC at any time without the agreement of any other shareholder provided reasonable notice is given in writing.
 - b) Notwithstanding anything to the contrary under applicable law, no interest in this LLC interest may be assigned prior to the dissolution and winding up of the LLC.
 - c) Upon withdrawal, a withdrawing shareholder is entitled to receive any distribution to which the withdrawing shareholder is entitled under the articles of organization or operating agreement, and the withdrawing shareholder is entitled to receive, within a reasonable time after withdrawal, the fair value of the withdrawing shareholder's interest in the LLC as of the date of resignation based upon the withdrawing shareholder's right to share in distributions from the LLC.

Philip H. Tyle

Member

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TALLAHASSEE, FLORIDA

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