

L 0500 0038864

PHILLIP H. TAYLOR

(Requestor's Name)

443 PANAREA DR

(Address)

(Address)

PUNTA GORDA, FL

(City/State/Zip/Phone #) 941-639-2567

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☐ MAIL

TAYLOR LAW FIRM LLC

(Business Entity Name)

L 05000038864

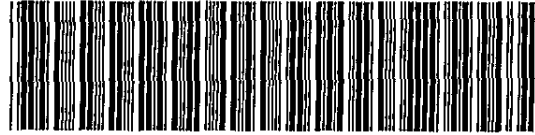
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5/9/05

DATE: May 9, 2005

FROM: Phillip H. Taylor, Registered Agent and member, Taylor Law Firm, LLC.

TO: Diane Cushing

SUBJECT: Articles of Correction: Articles of Organization for Taylor Law Firm, LLC

1. After reviewing the April 21, 2005 Articles of Organization (Document Number L05000038864), the naming designation of the Taylor Law Firm as an LLC is incorrect. Per 621.03 F.S. and the intent of the Articles of Organization, the correct designation of the Taylor Law Firm is a professional limited liability company (P.L.) per 621.12 F.S. The exclusive purpose of the company is rendering professional legal services to the public.

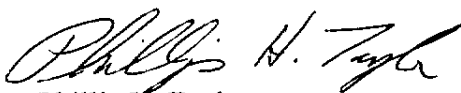
2. The language of the Articles of Organization is substantially correct but requires that several references to "LLC" throughout the Articles be changed to P.L. per 621.12 F.S.

3. Considering the several changes to the Articles, I recommend that the revised Articles of Organization replace the incorrect Articles per 608.4115(2)(a)3 and 608.4115(3) since these corrections are being made within 30 days of the April 21 original filing.

3. Also, the address of the P.L. is changed to 443 Panarea Drive; Punta Gorda, Florida 33950.

4. The address of the registered agent is changed to 443 Panarea Drive; Punta Gorda, Florida 33950.

5. The original filings and corrected Articles are attached.



Phillip H. Taylor
Member

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Amended and
Restated

ARTICLES OF ORGANIZATION

Of The

TAYLOR LAW FIRM, P.L.

ARTICLE I - NAME

The name of the professional limited liability company (P.L.) shall be the "Taylor Law Firm, P.L.".

ARTICLE II - PRINCIPLE OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the P.L. is:

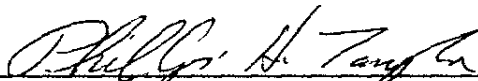
Taylor Law Firm, P.L.
443 Panarea Drive
Punta Gorda, Florida 33950

**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.
443 Panarea Drive
Punta Gorda, Florida 33950
941-639-2567

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 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 shall be the practice of law in Florida as a professional limited liability company (P.L.).

ARTICLE V - MANAGEMENT

- 1) The Taylor Law Firm, P.L. shall be a shareholder- managed company.
- 2) Termination Date - The company shall have no termination date.
- 3) No shareholder of the P.L. 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 P.L., including the power and authority to delegate to agents, boards of shareholders, officers and assistant officers, and employees of a shareholder of the P.L.
- 4) Operating Agreement
 - a) Except as otherwise provided by Florida statutes, shareholders of this P.L. may enter into an operating agreement, which need not be in writing, to regulate the affairs of the P.L. 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 P.L. 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 P.L. or on any other date provided in the operating agreement.
 - b) The power to adopt, alter, amend, or repeal the operating agreement of the P.L. shall be vested in the shareholders of the P.L. 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.
 - c) Actions taken by the P.L. in good faith in accordance with any emergency operating agreement have the effect of binding the P.L. and may not be used to impose liability on a shareholder, employee, or agent of the P.L.

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ARTICLE VI - CAPITAL

- 1) Federal Tax Status - The P.L. shall be a Florida domestic business entity but taxes will be against the members like in a partnership. The P.L. 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 P.L. 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 P.L. or subsequently acquired by the P.L. by purchase or otherwise is P.L. property.
- 2) All shareholders shall sign and deliver any instrument transferring or affecting the P.L.'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 P.L. funds is P.L. property.
- 4) Instruments and documents providing for the acquisition, mortgage, or disposition of property of the P.L. shall be valid and binding upon the P.L.

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

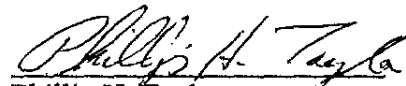
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assigned to other than natural persons who are members in good standing of the Florida Bar Association.

- 3) General Standards For Shareholders - Each shareholder shall owe a duty of care and a duty of loyalty to the P.L. and to all of the other shareholders in accordance with 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 P.L. for the purpose of its business, and an act of a shareholder, including the signing of an instrument in the P.L.'s name, for apparently carrying on in the ordinary course the P.L.'s business or business of the kind carried on by the company binds the P.L., unless the shareholder had no authority to act for the P.L. in the particular matter and the person with whom the shareholder was dealing knew or had notice that the shareholder lacked authority.
 - b) An act of a shareholder which is not apparently for carrying on in the ordinary course the P.L.'s business or business of the kind carried on by the P.L. binds the P.L. 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 P.L.'s business or business of the kind carried on by the P.L. binds the P.L. only if the act was authorized under Florida statutes.

7) Withdrawal Of Shareholder And Distribution Upon Withdrawal

- a) A shareholder may withdraw from the P.L. 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 P.L. interest may be assigned prior to the dissolution and winding up of the P.L.
- 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 P.L. as of the date of resignation based upon the withdrawing shareholder's right to share in distributions from the P.L.


Phillip H. Taylor
Member

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