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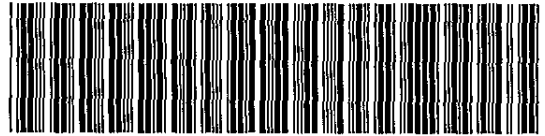
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 562264 142159A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
05 AUG 25 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 25, 2005

ORDER TIME : 9:58 AM

ORDER NO. : 562264-005

CUSTOMER NO: 142159A

CUSTOMER: Jeffrey C. Roth, Esq.  
Roth & Scholl  
Suite 176  
1500 San Remo Avenue  
Coral Gables, FL 33146

DOMESTIC FILING

NAME: SMM, PLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
SMM, PLC**

The undersigned, desiring to form a professional limited liability company under and pursuant to Florida Statutes Chapter 621, do hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of this Professional Limited Liability Company shall be SMM, PLC.

**ARTICLE II  
DURATION**

This Professional Limited Liability Company shall exist for not more than fifty years from the filing date of these Articles with the Office of the Secretary of State.

**ARTICLE III  
PURPOSE**

The Professional Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a professional limited liability company under the laws of the State of Florida including the practice of law. The Professional Limited Liability Company shall have all of the powers vested in a professional limited liability company organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Professional Limited Liability Company shall be c/o Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146, provided that the principal place of business may be changed from time to time and the Professional Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name and address of the original registered agent of this Professional Limited Liability Company is Jeffrey C. Roth, Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146.

**ARTICLE V  
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Professional Limited Liability Company shall consist of the sum of not less than \$100.00 contributed by its member(s) in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Professional Liability Company, upon unanimous approval of the members.

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TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**  
**AND**  
**TRANSFER OF MEMBERS' INTEREST**

No person shall be admitted as an additional member of this Professional Limited Liability Company, without the unanimous approval of the members holding a majority of the interests in the Company.

A member's interest in this Professional Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Professional Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Professional Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Professional Limited Liability Company, but not including any compensation paid to the would-be transferor for services rendered to this Professional Limited Liability Company.

**ARTICLE VII**  
**MEMBERS AND MANAGEMENT OF BUSINESS**

The name(s) and address of the member(s) of this Professional Limited Liability Company are:

**NAME**

**ADDRESS**

William S. Berk

1500 San Remo Avenue, Suite 176  
Coral Gables, FL 33146

Evelyn M. Merchant

1500 San Remo Avenue, Suite 176  
Coral Gables, FL 33146

Melissa McMillan Sims

1500 San Remo Avenue, Suite 176  
Coral Gables, FL 33146

The business of this Professional Limited Liability Company shall be managed by the members, acting by a majority of the members in a meeting or by unanimous written consent without a meeting. The members hereby appoint William S. Berk, as its managing manager to carry out, subject to the direction of the members, the day to day business of this Professional Limited Liability Company. The manager is authorized to employ, subject to approval of the members, personnel to conduct the business of this Professional Limited Liability Company.

**ARTICLE VIII**  
**WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

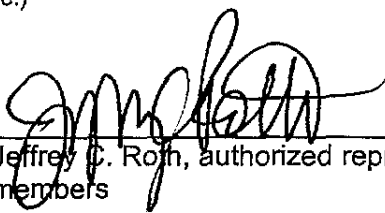
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Professional Limited Liability Company shall be dissolved; provided that the member(s), other than deceased, retired, resigned or expelled members, may consent to continue the business of this Professional Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Professional Limited Liability Company subsequent to the foregoing events, and subject to distribution to the former member, his heirs and successors of assets provided in dissolution.

**ARTICLE IX**  
**AMENDMENTS**

These articles may be amended from time to time by a unanimous written consent of all the member(s), and the amendment shall be filed, duly signed by all member(s) of this Professional Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the initial members, have executed these Articles of Organization on August 24, 2005.

(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.)

  
\_\_\_\_\_  
Jeffrey C. Roth, authorized representative of  
members

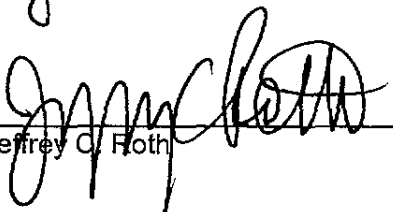
### OATH OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the registered agent for:

**SMM, PLC**

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 in Section 608 of the Florida Statutes.

Dated this 24<sup>th</sup> day of August, 2005.

  
\_\_\_\_\_  
Jeffrey C. Roth