

L 05 000093846

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

[Handwritten signature]

Office Use Only



300059379303

09/23/05--01033--017 **155.00

RECEIVED

05 SEP 23 PM 12:45

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

05 SEP 23 PM 2:52

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
05 SEP 23 PM 2:52
TALLAHASSEE, FLORIDA

Estes Smith and Caro
LLC

- ☐ Art of Inc. File_____
- ☐ LTD Partnership File_____
- ☐ Foreign Corp. File_____
- ☒ L.C. File_____
- ☐ Fictitious Name File_____
- ☐ Trade/Service Mark_____
- ☐ Merger File_____
- ☐ Art. of Amend. File_____
- ☐ RA Resignation_____
- ☐ Dissolution / Withdrawal_____
- ☒ Annual Report / Reinstatement_____
- ☐ Cert. Copy_____
- ☐ Photo Copy_____
- ☐ Certificate of Good Standing_____
- ☐ Certificate of Status_____
- ☐ Certificate of Fictitious Name_____
- ☐ Corp Record Search_____
- ☐ Officer Search_____
- ☐ Fictitious Search_____
- ☐ Fictitious Owner Search_____
- ☐ Vehicle Search_____
- ☐ Driving Record_____
- ☐ UCC 1 or 3 File_____
- ☐ UCC 11 Search_____
- ☐ UCC 11 Retrieval_____

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF ORGANIZATION
OF
ESTES, SMITH AND CARO, L.L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **ESTES, SMITH AND CARO, L.L.C.**, and its principal place of business shall be in Pensacola, County of Escambia, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized by Florida 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 herein set forth 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 a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen,

05 SEP 23 PM 2:52
TALLAHASSEE, FLORIDA

or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of 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 herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this 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 limited liability company.

ARTICLE IV DURATION

This limited liability company shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 904 East Gadsden Street, Pensacola, Florida 32501. The mailing address is 904 East Gadsden Street, Pensacola, Florida 32501.

ARTICLE VI
MANAGEMENT

This limited liability company shall be managed by one or more managers, as determined by the members. The name and address of the person who shall serve as manager until the first annual meeting of members or until successors are elected and qualify is **MICHAEL DOUGLAS SMITH, 904 East Gadsden Street, Pensacola, Florida 32501.**

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **904 East Gadsden Street, Pensacola, Florida 32501**, and the name of its initial registered agent at such address is **MICHAEL DOUGLAS SMITH.**


ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP


The Regulations of the company may contain limitations on the transfer of membership interests in the company. A member's interest in the company may be sold or otherwise transferred only in the manner and upon the terms set forth in the Regulations.

The undersigned, being the original member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of **ESTES, SMITH AND CARO, L.L.C.**

Executed by the undersigned on the 14th day of September, 2005.

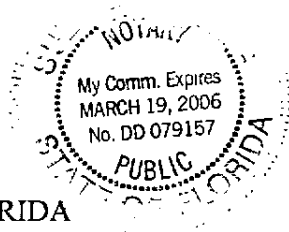
SYNOVUS TRUST COMPANY, N.A.


MICHAEL DOUGLAS SMITH, Trustee
under the Revocable Trust Agreement of
James T. Estes, dated August 14, 1991
904 East Gadsden Street
Pensacola, Florida 32501
Member

By: 
JAMES N. EVANS, VICE PRESIDENT, Trustee
under the Revocable Trust Agreement of
James T. Estes, dated August 14, 1991
125 West Romana Street, Suite 224
Pensacola, Florida 32502
Member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14th day of September, 2005, by MICHAEL DOUGLAS SMITH, as Trustee under the Revocable Trust Agreement of James T. Estes, dated August 14, 1991, a member of **ESTES, SMITH AND CARO, L.L.C.**, a Florida Limited Liability Company, who is personally known to me.



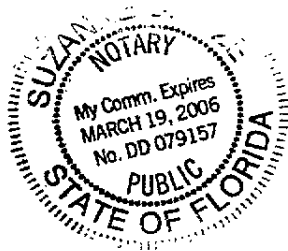
Suzanne C. Mize

NOTARY PUBLIC

Typed Name: Suzanne C. Mize
My Commission No.: DD 079157
My Commission Expires: 03/19/2006

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14th day of September, 2005 by JAMES N. EVANS, Vice President, SYNOVUS TRUST COMPANY, N.A., as Trustee under the Revocable Trust Agreement of James T. Estes, dated August 14, 1991, a member of **ESTES, SMITH AND CARO, L.L.C.**, a Florida Limited Liability Company who is personally known to me.



Suzanne C. Mize

NOTARY PUBLIC

Typed Name: Suzanne C. Mize
My Commission No.: DD 079157
My Commission Expires: 03/19/2206

clients\estes.jt\llc\articles.llc

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **ESTES, SMITH AND CARO, L.L.C.**

The name of the registered agent for **ESTES, SMITH AND CARO, L.L.C.** is **Michael Douglas Smith**, and the street address of the company's principal office where the agent is located is 904 East Gadsden Street, Pensacola, Florida 32501.

This statement is to acknowledge that, as indicated above, **ESTES, SMITH AND CARO, L.L.C.** has appointed me, **Michael Douglas Smith**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: September 14th, 2005.


MICHAEL DOUGLAS SMITH
Registered Agent

STATE OF FLORIDA
COUNTY OF ESCAMBIA

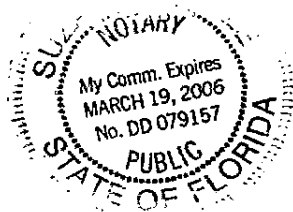
The foregoing instrument was acknowledged before me this 14th day of September, 2005, by MICHAEL DOUGLAS SMITH, agent on behalf of **ESTES, SMITH AND CARO, L.L.C.**, a Florida Limited Liability Company, who is personally known to me.


NOTARY PUBLIC

Typed Name: Suzanne C. Mize

My Commission No.: DD 079157

My Commission Expires: 03/19/2006



clients\estes.jtlc\agent.llc