

Florida Department of State

Division of Corporations Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H0600005004 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number

: (850)205-0383

From:

Account Name : BROAD AND CASSEL (ORLANDO)

Account Number : I19980000090 Phone

: (407)839-4200

Fax Number

: (407)839-4264

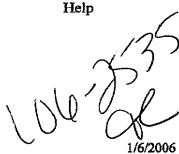
FLORIDA/FOREIGN LIMITED LIABILITY

Michael J. Kirwin, P.L.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

Electronic Filing Menu

Corporate Filing Menu



1/9/2008 10:23

PAGE 001/001 Florida Dept of State

850-205-0381 RightFax



January 9, 2006

FLORIDA DEPARTMENT OF STATE Division of Corporations

BROAD AND CASSEL (ORLANDO)

SUBJECT: MICHAEL J. KIRNIN, P.L.

REF: W06000000836

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please resend your document all the pages did not come through.,

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) 245-6020.

Tammi Cline Document Specialist FAX Aud. #: H06000005004 Letter Number: 006A00001342

ARTICLES OF ORGANIZATION

OF

MICHAEL J. KIRWIN, P.L.

The undersigned, acting as the organizer of MICHAEL J. KIRWIN, P.L. under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, <u>Fla. Stat.</u>, adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the professional limited liability company is MICHAEL J. KIRWIN, P.L. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

ARTICLE III - Purpose:

The Company is organized for the purpose of engaging in the practice of law. The Company is a professional limited liability company governed by Chapter 621, Florida Statutes.

ARTICLE IV - Duration:

The period of duration for the Company shall be perpetual, unless dissolved accordance with the terms of the Operating Agreement of the Company.

ARTICLE V - Management:

The Company is to be managed by Managers, except as provided in the Operating Agreement, and the name and address of the initial Manager is:

Name

<u>Address</u>

Michael J. Kirwin

390 North Orange Avenue, Suite 1100 Orlando, Florida 32801

ARTICLE VI - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VII - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, Chapter 608, Fla. Stat. or Chapter 621, Fla. Stat.

ARTICLE VIII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., a Florida corporation, and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

ARTICLE IX - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE X - Indemnification:

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law. as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE XI - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Member or Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Manager has executed these Articles of Organization as of this _____day of January, 2006.

MANAGER:

Michael I Kimmin

SECRETARY OF STATE

S 4 1 1

01/09/06 10:58:23

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL LIMITED LIABILITY COMPANY SUBMITS THE **FOLLOWING** STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- The name of the professional limited liability company is MICHAEL J. KIRWIN, P.L.
- The name and address of the registered agent and office is: 2.

B&C Corporate Services of Central Florida, Inc., a Florida corporation 390 North Orange Avenue, Suite 1100 Orlando, Florida 32801

Having been designated as the Registered Agent for MICHAEL J. KIRWIN, P.L., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said professional limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 608, Florida Statutes.

> B&C CORPORATE SERVICES OF CENTRAL FLORIDA, KIC, a Riorida corporation

> > Sullivan, Vice President

Dated this Ist day of January, 2006.