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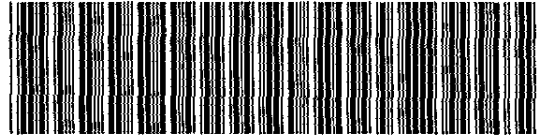
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TALLAHASSEE, FLORIDA

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Carrelton Insurance Group, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Meredith Woodrum Snowden
(Name of Person)
Pennington Law Firm
(Firm/Company)
215 S. Monroe St., 2nd floor
(Address)
Tallahassee FL 32301
(City/State and Zip Code)

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For further information concerning this matter, please call:

Steve Malano at (850) 222-3533
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
CARRELTON INSURANCE GROUP, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do set forth the following:

1. NAME.

The name of the Limited Liability Company is Carrelton Insurance Group, L.L.C. (hereinafter referred to as the "Company").

2. PERIOD OF DURATION.

The period of duration of the Company shall not exceed the maximum term permitted under the Florida Limited Liability Company Act. The Company may be dissolved sooner, however, as provided in the Florida Limited Liability Company Act or the written Operating Agreement to be executed by all of the Members of the Company.

3. PURPOSE.

The purpose for which the Company is organized include sales and marketing of insurance products, and engaging in any and all other businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS.

The mailing and street address of the place of business in Florida for the Company is 1150 S.W. 22nd Street, Miami, Florida, 33129. Such address may be changed from time to time as provided in the Operating Agreement.

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TALLAHASSEE, FLORIDA

5. REGISTERED AGENT.

The initial registered agent in Florida for the Company is Steven M. Malono, and the initial registered office is located at 215 South Monroe Street, 2nd Floor, Tallahassee, FL 32301.

6. INITIAL CAPITAL CONTRIBUTIONS.

The initial amount of capital, in the form of cash, contributed to the Company is as follows: One hundred Dollars (\$100.00). Additional contributions, if any, will be made as provided in the Operating Agreement.

7. CONTINUITY OF BUSINESS.

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 the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

8. MANAGEMENT.

The Company shall be member managed. On any matter requiring a vote of the Members, a majority of Members voting, measured on a "per capita" basis, without regard to a Member's financial interest in the Company, shall be required.

9. INDEMNIFICATION.

Unless expressly agreed otherwise in writing by all of the Members, the Company shall indemnify any Member to the full extent permitted under the Florida Limited Liability Company Act.

11. EFFECTIVE TIME.

These Articles shall be effective when filed with the Florida Department of State.

Executed this 4th day of April, 2006.

CARRELTON ASSET MANAGEMENT, INC.,
MEMBER

By: _____

Peter Gianulis
President

STATE OF FLORIDA,

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 4th day of April, 2006,
by Peter Gianulis a member of Carrelton Asset, a Florida limited liability company, on behalf of
the company. He/she is personally known to me.

(SEAL)

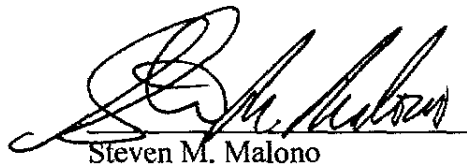
NOTARY PUBLIC - STATE OF FLORIDA

Teresa M. Ruiz
Print, Type or Stamp Name of Notary Public

TERESA M. RUIZ
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD354945
EXPIRES 9/13/2008
BONDED THRU 1-800-NOTARY1

ACCEPTANCE OF REGISTERED AGENT

Having been named the Registered Agent in the State of Florida for Carrelton Insurance Group, LLC, at the place designated in the Articles of Organization, Steven M. Malono agrees to act in this capacity, and agrees to comply with the provisions of Chapter 608, Florida Statutes, relative to keeping open such office.



Steven M. Malono

Date: 4/5/06