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B-15-07

## **COVER LETTER**

Division of Corporations	
SUBJECT: COOPER DFFICE CENTRE B202 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:	
JENNIFER WESTERLUND (Name of Person)	
JENNIFER D. WESTERLUND, P.A.	
(Firm/Company)	
12555 DRANGE DRIVE, SUITE 268 (Address)	
DAVIE , FL 33330	
(City/State and Zip Code)	
For further information concerning this matter, please call:	enses enses
JENNIFER WESTERLUND at (954) 680-1510 (Area Code & Daytime Telephone Number)	
Enclosed is a check for the following amount:	"(
\$125.00 Filing Fee \$\ \text{S130.00 Filing Fee & Certificate of Status} \text{Certified Copy (additional copy is enclosed)} \ \text{S160.00 Filing Fee, Certified Copy (additional copy is enclosed)} \text{Certified Copy (additional copy is enclosed)}	
Mailing Address  Registration Section  Division of Corporations  Street/Courier Address  Registration Section  Division of Corporations	

Division of Corporation P.O. Box 6327 Tallahassee, FL 32314 Registration Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

#### ARTICLES OF ORGANIZATION

**OF** 

#### **COOPER OFFICE CENTRE B202 LLC**

I, the undersigned authorized representative of the members, being of legal age and a natural person, for the purpose of forming a Florida limited liability company pursuant to the laws of the State of Florida (Florida Statutes Chapter 608), do hereby make, subscribe, acknowledge and file the following Articles of Organization:

### ARTICLE I NAME

The name of the limited liability company formed hereby shall be:

COOPER OFFICE CENTRE B202 LLC

## ARTICLE II ADDRESS

The principal place of business and mailing address of the limited liability company shall be:

The Crexent Business Centers 12555 Orange Drive, Suite 268 Davie, Florida 33330 U.S.A.

## ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and registered office of the limited liability company shall be:

Jennifer D. Westerlund, P.A. The Crexent Business Centers 12555 Orange Drive, Suite 268 Davie, Florida 33330

The Members may, from time to time, move the registered office to any other address to which it deems pertinent in the interest of the limited liability company.

3-15-07

## ARTICLE IV MANAGEMENT

This limited liability company is to be managed by its Members as set forth in its Operating Agreement and is therefore a member managed company.

The name and street address of each Managing Member is:

Title:

Name and Address:

Managing Member

Sigurd Westerlund

The Crexent Business Centers 12555 Orange Drive, Suite 268

Davie, FL 33330

Managing Member

Jennifer Westerlund

The Crexent Business Centers 12555 Orange Drive, Suite 268

Davie, FL 33330

## ARTICLE V EFFECTIVE DATE

This limited liability company shall commence its existence on March 15, 2007, and shall exist perpetually, unless sooner dissolved according to law.

Jennifer Westerlund, Managing Member

Sigurd Westerlund, Managing Member

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE WITHIN THE STATE OF FLORIDA

Pursuant to the provisions of Florida Statutes Chapter 608.415, the following is submitted:

Cooper Office Centre B202 LLC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Davie in the State of Florida, has named Jennifer D. Westerlund, P.A., located at The Crexent Business Centers, 12555 Orange Drive, Suite 268, Davie, Florida 33330, as its agent to accept service of process within the State of Florida.

Sigurd Westerland, Managing Member

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Having been named as registered agent and to accept service of process for the above stated 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 the 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 Florida Statutes Chapter 608.

ennifer D. Westerlund, P.A.

Date

## REGISTERED AGENT AGREEMENT for COOPER OFFICE CENTRE B202 LLC

THIS AGREEMENT, is made by and between Jennifer D. Westerlund, P.A.. and COOPER OFFICE CENTRE B202 LLC, a Florida limited liability company.

#### WITNESSETH:

In consideration of the mutual covenants set forth below, the parties hereto agree as follows:

Appointment. Principal hereby appoints Jennifer D. Westerlund, P.A. as Principal's Registered Agent in the State of Florida and Jennifer D. Westerlund, P.A. hereby accepts such appointment subject to the terms and conditions set forth below.

- 1. <u>Duties of Registered Agent</u>. Jennifer D. Westerlund, P.A.'s duties hereunder as Registered Agent shall be limited to those required by Florida law, including that upon the receipt of service of process, Jennifer D. Westerlund, P.A. shall forward the served document or documents to Principal.\*/ However under no circumstances shall Jennifer D. Westerlund, P.A. have the duty to defend or arrange for the defense of Principal as to any lawsuit or other legal proceeding. (PRINCIPAL MUST MAKE ITS OWN ARRANGEMENTS FOR LEGAL REPRESENTATION.)
- 2. <u>Compensation</u>. Principal agrees to reimburse Jennifer D. Westerlund, P.A. for its out-of-pocket costs (including, but not limited to, postage, telephone, photocopy, telex and courier charges) incurred in the performance of her duties hereunder.
- 3. <u>Resignation</u>. Jennifer D. Westerlund, P.A. may resign effective thirty (30) days after written notice to Principal whenever Jennifer D. Westerlund, P.A., within her sole discretion, determines she can no longer effectively serve as Registered Agent hereunder.
- 4. <u>Indemnification</u>. Principal agrees to indemnify Jennifer D. Westerlund, P.A. and hold her harmless from any and all claims, liabilities, actions, suits or proceedings at law or equity, or any other expenses, fees or charges of any character or nature, which she may incur or with which she may be threatened by reason of acting as Registered Agent hereunder, and in connection therewith, to indemnify Jennifer D. Westerlund, P.A. against any and all expenses, including attorneys' fees and the cost of defending any action, suit or proceeding or resisting any claim by reason of acting as Registered Agent hereunder.
- 5. <u>Notices</u>. Notices of delivery of process or any other communication hereunder shall be sent by first class mail to the addresses below, or in the case of notification sent

to Principal, to any other address of Principal contained in the files of Jennifer D. Westerlund, P.A., and are considered made upon personal delivery or mailing as the case may be. Changes to the addresses below shall be made in writing to Jennifer D. Westerlund, P.A. at the address below by certified mail, return receipt requested, or by other means for which a written record of receipt is provided.

If to Principal:

If to Registered Agent

Cooper Office Centre B202 LLC The Crexent Business Centers 12555 Orange Drive, Suite 268 Davie, Florida 33330 Jennifer D. Westerlund, P.A. The Crexent Business Centers 12555 Orange Drive, Suite 268 Davie, Florida 33330

6. Entire Agreement. This Agreement constitutes the entire understanding and agreement between the parties hereto with respect to the subject matter hereof, and there are no agreements, understandings, restrictions, representations or warranties between the parties other than those set forth or provided for herein.

#### 7. General.

- a. This Agreement may not be modified or amended except by a writing executed by the parties hereto. The conduct of the parties without such written amendment shall in no event constitute a modification hereof.
- b. This Agreement shall be interpreted, construed and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have hereunto executed this Registered Agent Agreement this \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_, 20 D 7

Jennifer D Westerlund, P.A.

as Registered Agent

COOPER OFFICE CENTRE B202 LLC

as Principal \

By: Sigurd Westerlund

\*/RICO DISCLOSURE: PURSUANT TO FLORIDA STATUTE CHAPTER 607.325(2) UPON SUBPOENA FROM THE DEPARTMENT OF LEGAL AFFAIRS (STATE OF FLORIDA) THE REGISTERED AGENT MAY BE REQUIRED TO DISCLOSE INFORMATION RELATING TO IDENTITY AND ADDRESS OF PAST AND PRESENT ACTUAL AND BENEFICIAL SHAREHOLDERS, OFFICERS AND DIRECTORS OF PRINCIPAL AS WELL AS THE IDENTITY AND ADDRESS OF THOSE PERSONS PROVIDING INFORMATION TO SUCH REGISTERED AGENT.