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TALLAHASSEE, FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: GOVERNANCE SERVICES, LLC
(Name of Limited Liability Company)

FILED
07 NOV 21 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Please return all correspondence concerning this matter to the following:

Paige Carter-Smith

(Name of Person)

Governance, Inc.

(Firm/Company)

P.O. Box 10768

(Address)

Tallahassee, Florida 32302

(City/State and Zip Code)

For further information concerning this matter, please call:

Aaron Humphrey

(Name of Person)

at (**850**) **222-6050**

(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
GOVERNANCE SERVICES, LLC
A Florida Limited Liability Company

FILED
07 NOV 21 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY FILES these Articles of Organization (hereinafter "Articles") in order to form a limited liability company (hereinafter "Company") under the laws of the State of Florida.

ARTICLE I: Name

- 1.1 The name of this Company shall be **Governance Services, LLC**.

ARTICLE II: Offices

2.1 Principle Office

The principal place of business of this Company shall be **208 West Carolina Street, Tallahassee, Florida 32301**.

2.2 Mailing Address

The mailing address of this Company shall be **208 West Carolina Street, Tallahassee, Florida 32301**.

Other Offices

The Company may have such other offices, either within or without the State of Florida, as the then-current member(s) possessing ownership in and to the Company (hereinafter "Members") may designate, or as the business of the limited liability company may from time to time require.

ARTICLE III: Registered Agent

- 3.1 The name of the registered agent of this Company shall be **Paige Carter-Smith**. The street address of the registered agent of this Company shall be **208 West Carolina Street, Tallahassee, Florida 32301**. The registered agent may be changed from time to time by action of the Members and by filing the prescribed form with the Florida Department of State.

ARTICLE IV: Managing Member, Members and Ownership

4.1 Initial Managing Member

The name and address of the initial Managing Member of this Company shall be:

Managing Member ["MGRM"]: Paige Carter-Smith
208 West Carolina Street
Tallahassee, Florida 32301

4.2 Ownership

- (a) The initial Managing Member named in Paragraph 4.1 herein shall have 100% (one hundred percent) ownership in and to the Company.
- (b) The initial Managing Member named in Paragraph 4.1 herein may, at her discretion, hereafter assign any part or all of her ownership in the Company to any subsequent member(s).

4.3 Additional Members

The Company may add any additional member(s) it deems necessary, upon unanimous agreement of all of the Members.

4.4 Restriction against Transfer of Encumbrance of Membership Interest

The sale, pledge, encumbrance, hypothecation or other disposition of any part or all of a Member's interest shall be restricted unless unanimously agreed to by all of the Members.

4.5 Restrictive Endorsement on Membership Certificates

The membership certificates of the Company that shall be issued to any subsequent member(s) shall be restricted, and may not be transferred, unless unanimously agreed to by all of the Members.

4.6 Restriction Against Involuntary Transfer

A Member's interest in the Company shall not be subject to involuntary transfer as a result of any State or Federal statute or judicial proceeding, or any debtor-creditor adjustment proceeding. However, any distribution to which a Member may be entitled hereunder may be subject to a proper charging order of statutory lien from an authorized authority.

ARTICLE V: Membership Certificates

5.1 Membership certificates representing equity interest in the Company shall be in such form as may be determined by the Members.

ARTICLE VI: Operating Procedures

6.1 The Members may from time to time establish such operating procedures deemed necessary for the efficient and effective operation of the Company. Such operating procedures shall be recorded in writing; the original copy thereof shall be maintained, in the usual course of business,

with a copy of these Articles; and copies thereof shall be furnished to each of the Members.

ARTICLE VII: Miscellaneous

7.1 Indemnification by Company

The Company shall indemnify and hold harmless any managing member, member, officer or individual who was or is a party defendant or is threatened to be made a party defendant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Company) by reason of the fact that he or she is or was a managing member, member, officer, employee or agent of the Company, or is or was serving at the request of the Company, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the Members determine that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal action or proceeding, has no reasonable cause to believe his or her conduct was unlawful.

7.2 Indemnification Funding

The Company shall fund the indemnification obligations provided by Section 7.1 herein in such manner and to such extent as the Members may from time to time deem proper.

7.3 Gender and Number

Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

7.4 Articles and Other Headings

The articles and other headings contained in these Articles are for reference purposes only, and shall not affect the meaning or interpretation of these Articles.

7.5 Severability

If any particular provision of these Articles or any amendment(s) thereto shall be adjudicated by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, such provision, as to such jurisdiction, shall be ineffective, without invalidating the remaining provisions of these Articles or any such amendment(s) or affecting the validity or enforceability hereof/thereof or enforceability of such provision in any other jurisdiction. Notwithstanding the foregoing, if such provision could be more narrowly drawn so as not to be invalid, prohibited or unenforceable in such jurisdiction, it shall, as to such jurisdiction, be so narrowly drawn, without invalidating the remaining provisions of these Articles or any such amendment(s) or affecting the validity or enforceability of such provision in any other jurisdiction.

ARTICLE VIII: Amendments

- 8.1 These Articles may be altered, amended, restated or repealed, and new Articles may be adopted by a three-fourths ($\frac{3}{4}$) vote of all of the Members, after timely and reasonable notice and sufficient opportunity for discussion of the proposed alteration, amendment, restatement or repeal.

ARTICLE IX: Effective Date

- 9.1 This Company shall become effective as of the date of receipt of these Articles by the Florida Department of State, Division of Corporations.

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CERTIFICATION OF DESIGNATION OF REGISTERED AGENT

In compliance with Section 608.415, Florida Statutes, Governance Services, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, hereby designates 208 West Carolina Street, Tallahassee, Florida 32301 as the street address of its initial registered agent, and hereby names Paige Carter-Smith, who being located at said address, as its initial registered agent.

DATE: 11/21/07



PAIGE CARTER-SMITH
Managing Member

Having been named as registered agent to accept service of process for the above-stated limited liability company at the place designated in the certificate herein, the undersigned hereby accepts said appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent.

DATE: 11/21/07



PAIGE CARTER-SMITH
Registered Agent