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TALLAHASSEE, FLORIDA

A. LUNT
FEB 29 2008
EXAMINER

The Law Offices of Ferrer and Associates
10631 North Kendall Drive • Suite 260 • Miami, FL 33176

February 26, 2008

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

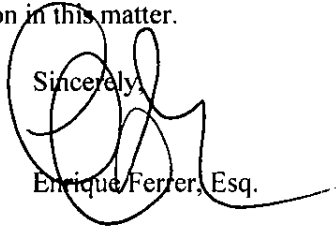
Re: The Law Offices of Ferrer and Associates, PL

Dear Sirs:

Enclosed please find the original and two copies of Articles of Organization for The Law Offices of Ferrer and Associates, PL, together with our check in the total amount of \$155.00 representing filing fee in the amount of \$100.00, Certified Copy fee in the amount of \$30.00, and the Designation of Registered Agent fee in the amount of \$25.00. A self addressed stamped envelope provided for the return to my office of a Certified Copy has been provided for your convenience. Should you have any questions please do not hesitate to contact me.

Thank you for your anticipated attention and cooperation in this matter.

Sincerely,


Enrique Ferrer, Esq.

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ARTICLES OF ORGANIZATION
OF
THE LAW OFFICES OF FERRER AND ASSOCIATES, PL

The undersigned, acting as the authorized representative of a member of The Law Offices of Ferrer and Associates, PL (hereinafter "Company") pursuant to Chapter 608.407 of the Florida Limited Liability Company Act and Chapter 621 of the Professional Service Corporation and Limited Liability Company Act, desiring to form a Professional Limited Liability Company for the purposes set forth herein does hereby establish the following:

ARTICLE I
NAME OF PROFESSIONAL LIMITED LIABILITY COMPANY

The name of the Company is:

The Law Offices of Ferrer and Associates, PL

ARTICLE II
PRINCIPAL OFFICE

The address of its principal place of business, as well as the mailing address for the Company is:

10631 North Kendall Drive, Suite 260, Miami, Florida 33176.

ARTICLE III
REGISTERED AGENT

The name and address of its initial registered agent in the State of Florida is:

Enrique Ferrer, 10631 North Kendall Drive, Suite 260, Miami, Florida 33176.

ARTICLE IV
COMMENCEMENT OF EXISTENCE AND DURATION

The existence of the Company will commence on the date of filing of these Articles of Organization with the Secretary of State of the State of Florida, and the period of duration of the Company is perpetual unless sooner dissolved as provided by statute.

ARTICLE V
PURPOSE

This Company is organized for the purpose of engaging in any lawful business in which a Professional Limited Liability Company may engage under Florida law, including but not limited to, the practice of law.

ARTICLE VI
POWERS

The Company shall have all the powers granted to all Professional Limited Liability Companies by the Professional Service Corporation and Limited Liability Company Act except that the Company shall not have the power to engage in any business other than the rendition of professional services. Notwithstanding the foregoing, the Company may invest its funds in bonds, stocks, mortgages, real estate, and other types of investment and the Company may own any real and personal property that is necessary for the rendition of the professional services set forth herein.

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ARTICLE VII
RENDITION OF PROFESSIONAL SERVICES

The Company shall render the professional services described in Article V only through its agents, officers, members, and employees who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law. The term "employees" as used above shall not include clerks, secretaries, bookkeepers, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

ARTICLE VIII
MEMBERS

No person other than a professional corporation, professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to practice law in the State of Florida shall be a member of the Company.

ARTICLE IX
MANAGEMENT OF THE COMPANY

The business of the Company shall be reserved to and conducted under the exclusive management of the Managing Members. The name and address of the initial Managing Member is:

Enrique Ferrer, 10631 North Kendall Drive, Suite 260, Miami, Florida 33176.

ARTICLE X
LIMITATION ON TRANSFER OF OWNERSHIP INTEREST

The Company may transfer ownership only to persons who are duly licensed or otherwise legally authorized to practice law in the State of Florida. In the event that a member:

- (i) becomes legally disqualified to practice law in the State of Florida;
- (ii) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon the rendition of professional services as an attorney;
- (iii) sells, assigns, conveys, pledges, transfers, hypothecates, or otherwise disposes of, or attempts to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any ownership interest in the Company to any person ineligible by law or by the Articles of Organization to be a member of the Company, or if the sale, pledge, transfer, assignment, conveyance, hypothecation, or other disposition of, or attempt to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any ownership in the Company is done in a manner prohibited by law, the Articles of Organization, or the Operating Agreement of the Company; or
- (iv) suffers an execution to be levied upon its, his, or her ownership interest, or the ownership interest is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in the ownership interest in some person other than the member,

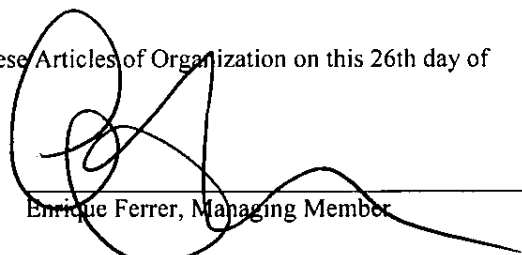
the employment of that member will automatically terminate and the ownership interest of the member immediately shall be deemed forfeited; the Company immediately shall cancel the ownership interest of the member; and the member or other person in possession of the ownership interest shall be entitled only to receive payments for the value of the ownership interest which, in the absence of an Operating Agreement provision, a written agreement between the Company and its members, or a written agreement among its members, shall be the net book value as of the last day of the month preceding the month in which any of the events enumerated above occurred. The member whose interest becomes forfeited and is cancelled by the Company shall immediately cease to be a member, and except as to the member's right to receive payment for the interest in accordance with the foregoing provision and the payment of any other sums then lawfully due and owing to the member by the Company, the member shall terminate, its, his, or her employment with the Company and shall have no further financial interest of any kind in the Company. Any Operating Agreement provision, a written agreement between the Company and its members, or a written agreement among its members addressing these events shall control over these Articles of Organization.

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ARTICLE XI
ALIENATION OF OWNERSHIP INTERESTS

No member of the Company may sell or transfer ownership interest in the Company except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a member of the Company and in compliance with the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 26th day of February, 2008.



Enrique Ferrer, Managing Member

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CERTIFICATE OF DESIGNATION

OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE PROFESSIONAL LIMITED LIABILITY COMPANY DESCRIBED HEREIN SUBMITS THE FOLLOWING STATEMENTS TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Professional Limited Liability Company is:

The Law Offices of Ferrer and Associates, PL

2. The name and the Florida street address of the registered agent is:

Enrique Ferrer
10631 North Kendall Drive
Suite 260
Miami, Florida 33176

Having been named as registered agent and to accept service of process for the above stated professional limited liability company at the place designated to 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 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.

Enrique Ferrer, Registered Agent

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