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EXAMINER



 HARRY E. BARR
 COLLEEI

 Board Certified Civil Trial Law
 Also License

 Certified Circuit Court Mediator
 ALLISON

 D. MICHAEL CHESSER
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<u>sebastian@chesserbarr.com</u> <u>cindyh@chesserbarr.com</u> Reply to: Shalimar Office

March 25, 2008

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

Re: Panhandle Polygraph Associates, LLC Our File Number: 202301-07002

Dear Sir or Madam:

Please find enclosed an original and one copy of the following documents in the above-referenced case:

1. Articles of Organization (original and one copy)

2. Check #40359 in the amount of \$125.00

Please file the original Articles of Organization and return a copy by placing the same in the self-addressed, stamped envelope provided.

Thank you for your attention in this matter. Should you have any questions, please feel free to call.

Sincerely,

Cindy M. Hernandez

Cindy M. Hernandez, Legal Assistant to ALLISON R. SEBASTIAN, Esq.

Enclosures.

U:\Sebastian\Panhandle Polygraph Associates, LLC\Setting up Corporation\Correspondence\Ltr to Dept of State 080325.wpd

1201 EGLIN PARKWAY . SHALIMAR, FLORIDA 32579 . 850-651-9944 . Fax 850-651-6084 . www.chesserbarr.com OLD SOUTH CENTRE SUITE 7102 . 36468 EMERALD COAST PARKWAY . DESTIN, FLORIDA 32541 . 850-654-3855 . Fax 850-654-6084



ARTICLES OF ORGANIZATION OF PANHANDLE POLYGRAPH ASSOCIATES, LLC

Pursuant to the provisions of the Florida Limited Liability Company Act, FLA. STAT. § 608.401, *et seq.* (the "Florida LLC Act"), the undersigned hereby certifies that the persons named herein as Members have associated themselves for the purpose of a limited liability company under the laws of the State of Florida, and hereby adopt the following Articles of Organization as the Charter and authority for the conduct of business of such limited liability company:

ARTICLE I: NAME

The name of the limited liability company shall be PANHANDLE POLYGRAR ASSOCIATES, LLC (the "<u>Company</u>").

ARTICLE II: PURPOSE

The Company is organized for the following purposes: (A) to perform voluntary polygraph assessments in accordance with the principles of the American Polygraph Association and Florida Polygraph Association; (B) to accomplish any lawful activity or business whatsoever, or which shall at any time and from time to time appear to the Manager of the Company to be necessary, desirable, or appropriate for the protection of the Company and/or its assets; (C) to exercise all powers necessary to or reasonably connected with the Company's business, which may be legally exercised under the Florida LLC Act; and (D) to engage in and perform all activities necessary, customary, convenient, or incident to any of the foregoing as the Manager may deem prudent and advisable.

<u>ARTICLE III</u>: EFFECTIVE DATE; TERM

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State, and shall thereafter continue in existence until December 31, 2058, unless earlier dissolved or extended pursuant to the Florida LLC Act.

ARTICLE IV: INITIAL MEMBER

The name and address of the sole initial Member is:

Connie Johnson 7370 Highway 20 West Freeport, Florida 32439

ARTICLE V: DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events: (A) the expiration of the period fixed for the duration of the Company, as stated herein; (B) the written agreement of Members owning eighty percent (80%) or more of the Ownership Interests; (C) the entry of a decree of dissolution or a resolution requiring dissolution pursuant to the Florida LLC Act; or (D) the occurrence of any non-waivable "<u>Event of Dissociation</u>," as specified in the Florida LLC Act; <u>provided that</u>, the Members shall waive all Events of Dissociation as are allowed to be waived, and, as to any such Event of Dissolution which is non-waivable, the business of the Company may be continued by the consent of not less than four-fifths (4/5) of the remaining Members within ninety (90) days after the Event of Dissociation.

Upon dissolution, the Company shall cease to carry on its business, except as otherwise permitted by Florida law, and the Manager shall file a statement of commencement of winding up and publish notices in accordance with the Florida Limited Liability Company Act.

<u>ARTICLE VI</u>: <u>COMPANY ADDRESS; REGISTERED OFFICE ADDRESS;</u> <u>REGISTERED AGENT</u>

The mailing address and street address of the principal office of the Company shall be7370 Highway 20 West. Freeport, Florida 32439, which shall also be the street address of the initial registered office of the Company. Allison R. Sebastian, whose address is1201 Eglin Parkway, Shalimar, Florida 32579, shall be the initial registered agent to accept service of process in the State of Florida.

ARTICLE VII: MANAGEMENT

Management of the Company shall be vested in the Manager/Director, who shall have full and complete authority, power and discretion to manage and control the business affairs and properties of the Company, to make all decisions regarding those matters, and to perform any and all other acts or activities customary or incident to the management of the Company's business. The initial Manager/Director of the Company shall be Connie Johnson.

IN WITNESS WHEREOF, the undersigned hereby certifies that the foregoing constitutes the ARTICLES OF ORGANIZATION OF PANHANDLE POLYGRAPH ASSOCIATES, LLC, and these Articles of Organization were executed by the undersigned Member in Okaloosa County, Florida on this //day of FEBRUARY, 2008.

STATE OF FLORIDA) COUNTY OF OKALOOSA)

On this <u>1+ day of february</u>, 2008, before me personally appeared <u>Convic Johnson</u>, who is a Member of a Florida limited liability company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

[Seal]



NOTARY PUBLIC

