

LD8000041535

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

W08-19612

Special Instructions to Filing Officer:

Blair Wright GAVE

AUTHORIZATION BY PHONE TO

CORRECT

Auth. Rep / Effective Date

DATE

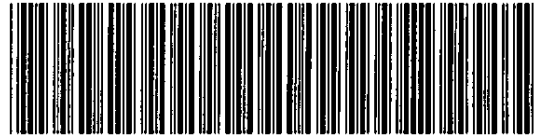
4/22/08

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Office Use Only

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04/23/08--01005--025 **111.25

04/08/08--01036--022 **13.75

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR - 8 AM 8:49

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4/25

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Affirmative Defense Group P.L.
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Blair L. Wright - Reg. Agent
(Contact Person)
Affirmative Defense Group P.L.
(Firm/Company)
6261 W. ATLANTIC BLVD.
(Address)
MARGATE, FLORIDA 33063
(City, State and Zip Code)

For further information concerning this matter, please call:

Blair Wright at (954) 242-3115
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

P08-19373

AFFIRMATIVE DEFENSE GROUP INC.
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on FEB 22, 2008.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

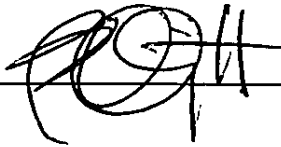
4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

AFFIRMATIVE DEFENSE GROUP, P.L.
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 17 day of April 2008.

Signature of Authorized Person: _____



Printed Name: Brian Wright Title: PEL AGENT

Authorized Representative

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION
OF
AFFIRMATIVE DEFENSE GROUP, P.L.**

The undersigned, acting solely as the Register Agent of Affirmative Defense Group, and pursuant to Section 608.407 of the Florida Limited Liability Company Act, and Chapter 621 of the Professional Service Corporation and Limited Liability Company Act, executes the following Articles of Organization:

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DIVISION OF CORPORATIONS
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ARTICLE I. NAME

The name of the professional limited liability company (the "Company") is:

AFFIRMATIVE DEFENSE GROUP, P.L.

**ARTICLE II. MAILING AND STREET ADDRESS
OF PRINCIPAL OFFICE**

The principal office and mailing address of the professional limited liability company shall be 6261 West Atlantic Blvd., Suite 108, Margate, Florida, 33063.

ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is 6261 West Atlantic Blvd., Margate, Florida, 33063, and the name of the Company's initial registered agent for service of process at that address is Blair L. Wright.

ARTICLE IV. EFFECTIVE DATE AND DURATION

The conversion will be effective the date the certificate of conversion and
Florida Department of State.
articles of organization are filed with the / The existence of the Company will
continue in perpetuity.

ARTICLE V. PURPOSE

The Company may engage in every aspect of the practice of law and shall not engage in any business other than 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 for which it was incorporated as set forth in Article V. 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 in Article V.

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 agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law. The term "employees" shall not include clerks, secretaries, bookkeepers, technicians, 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 COMPANY

The Company shall be a manager-managed limited liability company. The name and address of the initial manager are as follows:

<u>Name</u>	<u>Address</u>
Ian Jagendorf	6261 West Atlantic Blvd Suite 108 Margate, Florida 33063

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 interest 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 occurs. The member whose interest becomes forfeited and are 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.

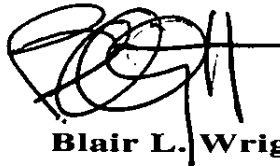
ARTICLE XI. ALIENATION OF OWNERSHIP INTERESTS

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.

ARTICLE IV. AMENDMENT OF ARTICLES OF ORGANIZATION

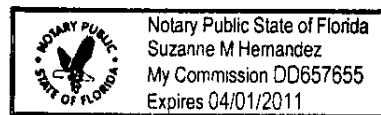
The Articles of Organization of the Company may be amended by a vote of a Majority-in-Interest of the Members (as that term is defined in the Operating Agreement of the Company).

Executed: March 18, 2008



Blair L. Wright
Registered Agent
Authorized Representative

Suzanne M. Hernandez
3/18/2008



AFFIRMATIVE DEFENSE GROUP, P.L.

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted to designate a registered office and registered agent in the State of Florida:

That **AFFIRMATIVE DEFENSE GROUP, P.L.**, desiring to organize as a professional limited liability-company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 6261 West Atlantic Blvd., Margate, Florida, 33063, has named Blair L. Wright as its agent to accept service of process within the State of Florida.

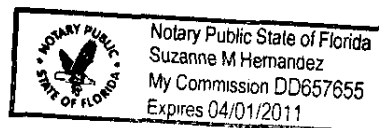
Having been named as registered agent and to accept service of process for **AFFIRMATIVE DEFENSE GROUP, P.L.** at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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 for in Chapter 608, Florida Statutes.

Executed: March 18, 2008



Blair L. Wright
As registered agent

Suzanne M Hernandez
3/18/2008



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