

L 08000069398

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

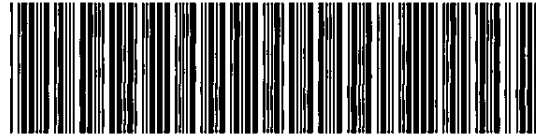
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900132935699

07/21/08--01001--004 \*\*125.00

RECEIVED  
08 JUL 18 PM 3:55  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
08 JUL 18 AM 9:15  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

JUL 21 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** ASHLEY SMITH

**DATE:** 07-18-2008

**REF. #:** 001455.89816

**CORP. NAME:** INTENSIVE MANAGEMENT SUPPORT (US), LLC

FILED  
08 JUL 18 AM 9:15  
TALLAHASSEE, FLORIDA

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

**STATE FEES PREPAID WITH CHECK#** 526869 **FOR \$** 125.00

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

**ARTICLES OF ORGANIZATION**  
**OF**  
**INTENSIVE MANAGEMENT SUPPORT (US), LLC,**  
**a Florida limited liability company**

FILED  
08 JUL 18 AM 9:15  
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

**ARTICLE I - NAME**

The name of this limited liability company shall be *Intensive Management Support (US), LLC, a Florida limited liability company* (the "Company").

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall terminate as provided in the Operating Agreement of the Company.

**ARTICLE III - PRINCIPAL OFFICE MAILING AND STREET ADDRESS**

The initial principal office mailing and street address of the Company shall be located at 250 East Colonial Drive, Suite 300, Orlando, Florida 32801.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

For purposes of service of process within Florida, the initial registered office of this Company shall be located at 250 East Colonial Drive, Suite 300, Orlando, Florida 32801 and the initial registered agent of the Company at that address shall be John Kingman Keating. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

**ARTICLE V - PURPOSES AND GENERAL POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, all such other powers as are permitted by applicable law and all those powers set forth in the adopted Operating Agreement of the Company, as amended.

**ARTICLE VI - ADMISSION OF NEW MEMBERS**

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

## ARTICLE VII - MANAGING MEMBERS

The business and affairs of the Company shall be managed by its Member(s), both as set forth in these Articles of Organization and in the Operating Agreement of the Company. The Company shall be a member-managed Company. The Managing Members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, *Florida Statutes*, as the same may be amended from time to time, and as further provided in these Articles of Organization and in the Operating Agreement of the Company. The name and business address of the initial Managing Members of the Company is:

Managing Members	Managing Member Business Address
Byron Howard Pull	Elm Tree House, Elm Tree Lane Leaventeath, Colchester Esses CO6 4UL United Kingdom
Meryl Alexandra Pull	Elm Tree House, Elm Tree Lane Leaventeath, Colchester Esses CO6 4UL United Kingdom

## ARTICLE VIII - DELEGATION OF MANAGEMENT AUTHORITY TO MANAGER

Notwithstanding that the business and affairs of the Company shall be managed by its Members, the Members shall have the authority to designate in writing one or more persons or entities who shall have the power and authority to act on behalf of the Members and the Company as provided in Chapter 608, *Florida Statutes*, as the same may be amended from time to time, and to exercise the rights, interests, and authority of the Members and as further provided in the Operating Agreement of the Company. The name and business address of the initial Managers of the Company until the first annual meeting of the Members, or until his successor is elected and qualified, are:

Managers	Managers Business Address
Byron Howard Pull	Elm Tree House, Elm Tree Lane Leaventeath, Colchester Esses CO6 4UL United Kingdom
Meryl Alexandra Pull	Elm Tree House, Elm Tree Lane Leaventeath, Colchester Esses CO6 4UL United Kingdom

The authority of the Managers may be modified, revoked, reinstated or amended all as provided in the Operating Agreement; provided, however, notwithstanding anything contained herein or in the Operating Agreement to the contrary, after Manager have been designated or appointed, such Managers, and the delegation of power and authority to the Managers (or any subsequent non-Member Manager), may be removed or revoked at any time by any Member or Members holding at least a fifty percent (50.00%) interest in the Company. If Members holding more than a fifty percent (50.00%) interest in the Company do not thereafter agree on the designation or appointment of a new Manager or Managers, then there shall be no Manager and the Members shall manage the Company in accordance with the provisions of these Articles of Organization, the Operating Agreement and applicable law.

## ARTICLE IX - NON-LIABILITY AND INDEMNIFICATION

9.1 Non-Liability. A Manager of this Company, including any Member who shall be a Managing Member, shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager (or Managing Member), except for liability:

- (a) for a breach of the Manager's duty of loyalty to the Company or its Members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law;
- (c) for a transaction from which the Manager derived an improper personal benefit; or
- (d) under Section 608.4363(7), *Florida Statutes* (or any similar provision of any subsequent law enacted in Florida).

9.2 Indemnification. Each individual or entity who is or was a Manager (including any Managing Members) of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

#### ARTICLE X - AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

#### ARTICLE XI - ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Florida Statutes*.

#### ARTICLE XII - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

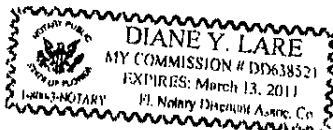
IN WITNESS WHEREOF, the undersigned designated representative of the Members does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his/her hand and seal this 30th day of June, 2008.

  
John Kingman Keating

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, John Kingman Keating personally appeared before me and executed or acknowledged his/her previous execution of this instrument. I HEREBY FURTHER CERTIFY, that John Kingman Keating, is the same person either executing or acknowledging execution of the foregoing instrument because: ☒ I personally know him/her/then; OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ other identification: \_\_\_\_\_ . WITNESS my hand and official seal in the State and County aforesaid this 30th day of June, 2008.

  
Notary Public Signature  
(PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)



**REGISTERED AGENT CERTIFICATE OF ACCEPTANCE**

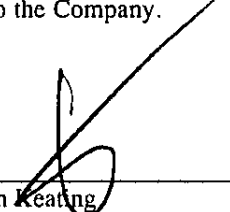
In compliance with Section 608.407(1)(d), *Florida Statutes*, the following is submitted:

Intensive Management Support (US), LLC, a Florida limited liability company (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated John Kingman Keating as its Registered Agent to accept service of process within the State of Florida with its registered office located at 250 East Colonial Drive, Suite 300, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, *Florida Statutes*, as the same may apply to the Company.

DATED this 30th day of June, 2008.

  
\_\_\_\_\_  
John Kingman Keating  
Registered Agent