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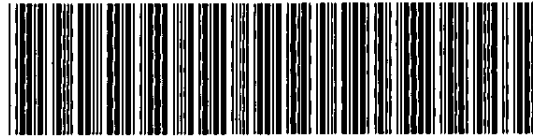
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B. KOHR

JAN - 7 2009

EXAMINER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

DeCarlis Sawyer  
+ Alba, P.L.

EFFECTIVE DATE 1/1/09

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- ☐ Art of Inc. File \_\_\_\_\_
- ☐ LTD Partnership File \_\_\_\_\_
- ☐ Foreign Corp. File \_\_\_\_\_
- ☒ L.C. File PL \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Trade/Service Mark \_\_\_\_\_
- ☐ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- ☐ Photo Copy \_\_\_\_\_
- ☐ Certificate of Good Standing \_\_\_\_\_
- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
- ☐ UCC 11 Retrieval \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: Seth

1/7/09

11:00

Name

Date

Time

EFFECTIVE DATE 1/1/09

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ARTICLES OF ORGANIZATION

OF

DeCARLIS, SAWYER & ALBA, P.L.

AGREEMENT made as of the 6 day of January, 2009, by  
WILLIAM N. DeCARLIS, J. MICHAEL SAWYER and GILBERT J.  
ALBA(hereinafter the Members or individually the Member);

NOW THEREFORE, it is mutually agreed as follows:

ARTICLE I

FORMATION OF PROFESSIONAL LIMITED LIABILITY COMPANY

The Members hereby create a professional limited liability  
company (the "PL") under Chapter 621, Florida Statutes, the laws of  
the State of Florida (the "Act") for the purposes described in  
Article III below.

ARTICLE II

NAME

The name of the PL shall be DeCARLIS, SAWYER & ALBA, P.L., or  
such other name selected by the Members as may be acceptable to the  
appropriate recording official of the State of Florida.

ARTICLE III

PURPOSES AND POWERS

The general nature of the business to be transacted and which  
the PL is authorized to transact, in addition to those authorized

by the laws of the State of Florida, and the powers of the PL, shall be as follows:

1. To engage in every aspect of the practice of law and all its fields or specialization, and to do all things in connection therewith that are customarily done by licensed attorneys under the laws of the State of Florida.

2. To render the professional services involved only through its officers, agents and employees who are duly licensed or otherwise legally authorized to practice law within the State of Florida.

3. To invest in, acquire, and hold, manage, repair, develop, improve and sell, lease, transfer and otherwise dispose of, and deal in and with real and personal property of every character and description only as it relates to its authorized purposes.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this professional limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. This professional limited liability company shall not engage in any business other than the practice of law and the

performance of all professional services as may be required to furnish to the general public of the State of Florida complete attorney professional services.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this PL, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the PL to carry on any business, exercise any power, or do any act which a professional limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

#### ARTICLE IV

##### PRINCIPAL PLACE OF BUSINESS

The mailing address of the principal office of the PL shall be 5000 NW 27<sup>th</sup> Court, Suite C, Gainesville, Florida 32606, and the street address of the principal office of the PL shall be 5000 NW 27<sup>th</sup> Court, Suite C, Gainesville, Florida 32606, or at such other location as may be agreed in writing by the Members.

## ARTICLE V

### DURATION

This agreement shall be come effective on January 1, 2009, and the PL shall have perpetual existence.

## ARTICLE VI

### CAPITAL CONTRIBUTIONS

Capital contributions with a total value of One Thousand and 00/100 (\$1,000.00) Dollars cash shall be contributed to the PL by the Members in proportion to their respective percentage interest in the PL.

## ARTICLE VII

### PROFESSIONAL LIMITED LIABILITY COMPANY POWERS

All the PL powers shall be exercised by or under the authority of, and the business and affairs of this PL shall be managed under the direction of the Members of this PL.

## ARTICLE VIII

### MANAGEMENT

Management of this PL is reserved to the Members, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM N. DeCARLIS	5000 NW 27 <sup>th</sup> Court, Suite C Gainesville, FL 32606
J. MICHAEL SAWYER	5000 NW 27 <sup>th</sup> Court, Suite C Gainesville, FL 32606
GILBERT J. ALBA	5000 NW 27 <sup>th</sup> Court, Suite C Gainesville, FL 32606

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the PL is 5000 NW 27<sup>th</sup> Court, Suite C, City of Gainesville, County of Alachua, State of Florida 32606, and the name of its initial registered agent at such address is J. MICHAEL SAWYER.

#### ARTICLE X

##### RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members in accordance with the provisions of the PL's Operating Agreement. New members shall be limited to only active members of the attorney profession in good standing and shall be licensed to practice law within the State of Florida.

A Member's interest in the PL may not be sold or otherwise transferred except as shall be provided in the regulations adopted by the Members.

Upon the death, retirement, expulsion, resignation, legal disqualification from the practice of law, or bankruptcy of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the PL, the PL

shall continue unless the Members, by unanimous vote, dissolve the PL.

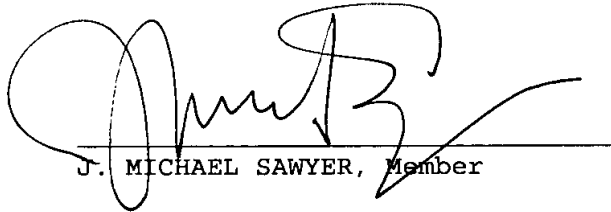
The undersigned, being one of the original members of the PL, hereby certifies that the foregoing constitutes the proposed Articles of Organization of DeCARLIS, SAWYER & ALBA, P.L., a Florida professional limited liability company.

#### ARTICLE XI

#### AMENDMENT TO ARTICLES OF ORGANIZATION

The Members of the PL reserve the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the Members herein are granted subject to this reservation. Every such amendment shall be approved by a 70 percent (70%) vote of the Units held by all of the Members of the PL.

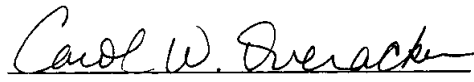
IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 6 day of January, 2009.

  
J. MICHAEL SAWYER, Member

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 6th day of January, 2009, by J. MICHAEL SAWYER, [ ] who has produced a driver's license issued within 5 years from date as identification; OR [ ☒ ] who is personally known to me; OR [ ] who produced Other: \_\_\_\_\_, as identification.



  
Notary Public  
Printed Name:  
Commission No.:

My Commission Expires:

(Affix Notary Seal)



CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

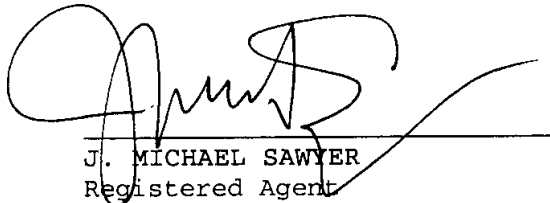
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Professional Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

(1) The name of the professional limited liability company is DeCARLIS, SAWYER & ALBA, P.L.

(2) The name and address of the registered agent and office is J. MICHAEL SAWYER, 5000 NW 27<sup>th</sup> Court, Suite C, Gainesville, Florida 32606.

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

Dated: Jan. 6, 2009.

  
J. MICHAEL SAWYER  
Registered Agent