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Special Instructions to Filing Officer:
Special Instructions to Filing Officer: WG-6428
A. LUNT
FEB 2 5 2009
EXAMINER

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02/09/09--01049--026 **125.00

FILED

Office Use Only

Burandt, Adamski & Grossman,	LLP
Attorneys and Counselors at Law	,

1714 Cape Coral Parkway Cape Coral, Florida 33904 Telephone:239/542-4733

Facsimile: 239/542-9203

February 4, 2009

Secretary of State **Divisions of Corporations** PO Box 6327 Tallahassee, FL 32314

> RE: Filing of Articles of Organization Inheritance Protection Program, LLC

Dear Sirs:

Please accept the enclosed original and one copy of the Articles of Organization for filing. Enclosed also is our check in the amount of \$125.00 to cover the cost of filing fee and the registered agent fee and a Certificate of Status.

Thank you for your help in this matter.

Very truly yours,

ROBERT C. ADAMSKI

RCA/tb Enclosure

Robert C. Adamski Correspondent Robert B. Burandt Keith S. Grossman

2009 FEB 24 PH 4: 04



FLORIDA DEPARTMENT OF STATE Division of Corporations

February 10, 2009

BURANDT, ADAMSKI & GROSSMAN, LLP 1714 CAPE CORAL PARKWAY CAPE CORAL, FL 33904

SUBJECT: INHERTIANCE PROTECTION PROGRAM, LLC Ref. Number: W09000006428 TALLAHASSEE. FLOR

We have received your document for INHERTIANCE PROTECTION PROGRAM

Your document is being returned as requested.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt Regulatory Specialist II

Letter Number: 709A00004704

Burandt, Adamski & Grossman, LLP Attorneys and Counselors at Law

1714 Cape Coral Parkway Cape Coral, Florida 33904 Telephone:239/542-4733

Facsimile: 239/542-9203

February 18, 2009

Secretary of State Divisions of Corporations PO Box 6327 Tallahassee, FL 32314

> RE: Filing of Articles of Organization Inheritance Protection Program, LLC National Inheritance Professional Association, LLC

Dear Sirs:

Robert C. Adamski Correspondent

Robert B. Burandt Keith S. Grossman

Thank you for your assistance in this matter.

Enclosed please find the correct Articles of Organization for each of the above LLC filings, one original and a copy.

Our checks in the amount of \$125.00 for each to cover the cost of the filing fee and the registered agent fee and a Certificate of Status were previously submitted. A copy of your cover letter is attached to each filing.

Again, thank you for your assistance with this matter of exchange.

Very truly yours,

ROBERT C. ADAMSK RCA/tb Enclosure

PH 4: 1

Inheritance Protection Program, LLC

ARTICLES OF ORGANIZATION

The undersigned certifies that the members named herein have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Articles of Organization and authority for the conduct of business of the limited liability company.

ARTICLE I NAME

The name of this Limited Liability Company is Inheritance Protection Program, LÍ

ARTICLE II FORMATION

This Company is formed upon filing of these Articles of Organization with the Florida Department of State.

ARTICLE III PRINCIPAL PLACE OF BUSINESS

The mailing address and the street address of the principal office of this Company is c/o Robert C. Adamski, 1714 Cape Coral Parkway East, Cape Coral, Florida 33904, and the Company shall have the power and authority to relocate the principal office within the State of Florida and to establish branch offices at any other place or places as the members may designate.

ARTICLE IV DURATION

This limited liability company shall have perpetual existence until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V MANAGEMENT

This limited liability company shall be a manager-managed company.

ARTICLE VI ADMISSION OF MEMBERS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited company.

A member's interest in the liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VII

Articles of Organization, Page 1 of 4

BUSINESS CONTINUITY

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VIII PROFITS AND LOSSES

The sharing of profits and losses shall be in the manner provided by law and according to define adopted Regulations of the Company.

ARTICLE IX POWERS OF THE COMPANY

This Company shall have all powers allowed under Florida statutes, Chapter 608, and otherwise allowed by the laws of the State of Florida and the United States of America

This Company if further authorized to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, goals, and interests of the Company.

ARTICLE X EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of a manager elected by Robert C. Adamski, or, after his death, by those members holding a majority in interest of the limited liability company.

ARTICLE XI INDEMNIFICATION

This limited liability company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he she is or was a manager or a managing member of the limited liability company or is or was serving at the request of the limited liability company as a manager, managing member, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests or the limited liability company and, with respect to any criminal action or proceeding by judgement, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best reasonably believed to be in, or not opposed to, the best proceeding by judgement, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the limited liability company, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

This limited liability company shall indemnify any person, who was or is a party to any proceeding by or in the right of the limited liability company to procure a judgement its favor by reason of the fact that he or she is or was a manager, managing member, officer, employee, or agent of the limited liability company or is or was serving at the request of the limited liability company as a

manager, managing member, director, officer, employee, or agent of another limited liability company, company, corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of a majority of the members, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the limited liability company, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that any manager, managing member, officer, employee, or agent of a limited liability company has been successful on the merits or otherwise in defense of any proceeding referred to in this article, or in defense of any claim, issue, or matter therein, he or she shall be in indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

ARTICLE XII INITIAL REGISTERED OFFICE AND REGISTERED AGENT The address of the initial registered office of the limited liability company is 1714 Cape Coral Parkway East, Cape Coral, Florida 33904 Ч

The name of the company's initial registered agent at that address is Robert C. Adamski.

EXECUTION OF ARTICLES

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IN WITNESS WHEREOF, the undersigned, being Members of this Limited Liability Company, for the purpose of formation of the Company as herein provided under the laws of the State of Florida, does make, under the penalties of perjury, subscribe, acknowledge and file the foregoing Articles of Organization, hereby certifying the facts herein above to be true, all being done this 04 day of February, 2008.

Robert C. Adamski

ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this $\mathcal{O}^{\mathcal{A}}$ day of February, 2009 by Robert C. Adamski, who are personally known to me or who has produced as identification and who did (did not) take an oath.

TRUDITH K. BOLEJACK Notary Public CERTIFICATE OF ACCELLAT

THE UNDERSIGNED, pursuant to Florida Statutes, having been named to act as Registered Agent

• of the limited liability company known as Inheritance Protection Program, LLC to accept service of process at 1714 Cape Coral Parkway East, Cape Coral, FL 33904, does hereby accept the appointment as Registered Agent of said Company, and states that he is familiar with the obligations of the position, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties.

DATED this $\rho \neq$ day of February, 2009.

Robert C. Adamski

FEB 24 PM 4:

ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this $\underline{\mathcal{O}}$ day of **February, 2009 by Robert C. Adamski**, who are personally known to me or who has produced ______ as identification and who did (did not) take an oath.

Notary Public



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