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Estimated Charge	\$125.00

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EXAMINER

109-54148

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[H09000257442 3]

## ARTICLES OF ORGANIZATION OF DISCERN INVESTMENTS , LLC

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608 Florida Statutes, hereby makes, acknowledges and files the following articles of organization.

### ARTICLE I

#### *Name*

The name of the limited liability company is **DISCERN INVESTMENTS, LLC**.

### ARTICLE II

#### *Term of Existence*

This limited liability company shall have perpetual existence commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

### ARTICLE III

#### *Initial Principal Office*

The mailing address and street address of the principal office of the limited liability company is

c/o E. Rollins Brown II, Registered Agent  
1626 90<sup>th</sup> Avenue  
Vero Beach, FL 32966

The members may from time to time, change the street and post office address of the company as well as the location of its principal office.

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### ARTICLE IV

#### *Registered Agent, Registered Office and Registered Agent's Signature*

The name and Florida street address of the registered agent are:

E. Rollins Brown II, Esq.  
Brown, Brown & Gaskell  
1626 90th Avenue  
Vero Beach, Florida 32966

[H09000257442 3]

Having been named as registered agent and to accept service of process for the above-stated 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 as provided in Chapter 608, F.S.

Signed:

  
\_\_\_\_\_  
E. Rollins Brown II, Esq.

**ARTICLE V**

*Additional Members*

The members have the rights to admit additional members upon written consent by a majority of the members as to the admission of an additional member.

**ARTICLE VI**

*Continuation of Business*

The remaining members of the limited liability company have the right to continue the business upon the dissociation of a member or the occurrence of any event which terminates the continued membership of a member in the limited liability company.

**ARTICLE VII**

*Management*

The limited liability company is to be managed by one or more members and is, therefore, a member-managed company.

**ARTICLE VII**

*Amendment*

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or an amendment thereto, in the manner provided by law.

**ARTICLE IX**

*Operating Agreement*

This limited liability company and its members are governed by an Operating Agreement which has been executed and is located at the principal place of business.

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[H09000257442 3]

**ARTICLE X**

*Nature of Business*

This limited liability company is formed for the primary business of transacting any and all lawful business, however, from time to time the company may change its primary business purpose upon a vote by its members.

**ARTICLE XI**

*Initial Members*

The initial members of this limited liability company are:

Blake H. Peeper 100%

**ARTICLE XII**

*Indemnification*

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorneys' fees) incurred by a member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.

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[H09000257442 3]

(c) In the case of a manager or managing member, a circumstance under which the liability provisions of Section 408.426 of the Florida Statutes are applicable.

(d) Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at anytime while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

(In accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signed:   
E. Rollins Brown II, ESQ., *Authorized Representative of Member(s)*

Date: December 11, 2009.

*These Articles of Organization prepared on December 11, 2009 by:*

**E. Rollins Brown II, Esq.  
Brown, Brown & Gaskell  
1626 90th Avenue  
Vero Beach, Florida 32966**

**Tel. 772.226.3600  
Fax. 772.226.3601**

**Email: ERB@Brownllp.com  
Web: www.Brownllp.com**

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