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TALLAHASSEE, FLORIDA

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11/14/19

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Martinelli & Company, LLC

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Anthony Martinelli

Name of Person

Martinelli & Company, LLC

Firm/Company

777 S. Flagler Drive, West Tower Suite 800

Address

West Palm Beach, FL 33401

City/State and Zip Code

amartinelli@martinelliepa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Anthony Martinelli

561

420-0620

at (_____) _____

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☒ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

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

STREET/COURIER ADDRESS:

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

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Martinelli & Company, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 01/29/2010 and assigned
Florida document number L10000011024.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

777 South Flagler Drive

Suite 800 - West Tower

West Palm Beach, FL 33401

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

777 South Flagler Drive

Suite 800 - West Tower

West Palm Beach, FL 33401

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

777 South Flagler Drive, Suite 800 - West Tower

Enter Florida street address

West Palm Beach

City

Florida 33401

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager
AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	Anthony C. Martinelli	777 South Flagler Drive	<input type="checkbox"/> Add
		Suite 800 - West Tower	<input type="checkbox"/> Remove
		West Palm Beach, FL 33401	<input checked="" type="checkbox"/> Change
MGR	Keith Suckno	777 South Flagler Drive	<input type="checkbox"/> Add
		Suite 800 - West Tower	<input type="checkbox"/> Remove
		West Palm Beach, FL 33401	<input checked="" type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
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			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Amend Article III to state the following:

(see attached)

E. Effective date, if other than the date of filing: _____ (optional)

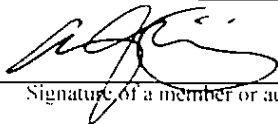
(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of:

(b) The 90th day after the record is filed.

Dated November 12, 2019



Signature of a member or authorized representative of a member

Anthony C. Martinelli

Typed or printed name of signee

Article III Attachment

- A) Practicing accountancy and such other activities as may from time to time be specifically found by the CO or FL boards, respectively, to be activities suitable and proper to be performed by certified public accountants only through or under the supervision of at least one person who holds a certificate to practice public accounting as a certified public accountant.
- B) Each partner who is personally engaged within CO or FL in the practice of public accounting shall be a certified public accountant of either CO or FL, respective to engagement of services and state of residence, in good standing, and each partner not personally engaged within CO or FL in the practice of public accounting may, but need not, be a certified public accountant of some state in good standing. The manager or managers of any such limited liability company shall be a member or members and one or more of such managers shall be certified public accountants of CO and FL in good standing, respective of state of residence. Lay directors and officers and managers shall not exercise any authority whatsoever over professional matters.
- C) All members of the limited liability company shall be jointly and severally liable for all acts, errors, and omissions of the employees of the limited liability company except during periods of time when the limited liability company maintains in good standing professional liability insurance, or designated or segregated moneys in lieu of such professional liability insurance, which meets the standards set forth in subparagraphs (I) to (V) of this paragraph (c):
 - I. The insurance shall insure the limited liability company against liability imposed upon the limited liability company by law for damages resulting from any claim made against the partnership, corporation, or limited liability company arising out of acts, errors, and omissions committed in the performance of professional services for others by those employees of the limited liability company who hold certificates to practice public accounting as certified public accountants.
 - II. Such policies shall insure the partnership, corporation, or limited liability company against liability imposed upon it by law for damages arising out of the acts, errors, and omissions of all other employees.
 - III. The insurance shall be in an amount for each claim of at least fifty thousand dollars multiplied by the number of certified public accountants employed by or members of the limited liability company within this state, and the policy may provide for an aggregate top limit of liability per year for all claims of one hundred fifty thousand dollars also multiplied by the number of certified public accountants employed by or members of the limited liability company within this state; except that no firm shall be required to carry insurance in excess of three hundred thousand dollars for each claim with an aggregate top limit of liability for all claims during the year of one million dollars and except that the board, in the public interest, may adopt regulations increasing the minimum amounts of insurance coverage required by this subsection (3). A policy of insurance obtained in accordance with this subparagraph (III) may be issued on a claims-made or occurrence basis.
 - IV. Policy

- a. The policy may provide that it does not apply to: Any dishonest, fraudulent, criminal, or malicious act or omission of the insured limited liability company or any member, or employee thereof; the conduct of any business enterprise in which the insured limited liability company under this article is not permitted to engage but which nevertheless may be owned by the insured limited liability company or in which the insured limited liability company may be a partner or which may be controlled, operated, or managed by the insured limited liability company in its own or in a fiduciary capacity including the ownership, maintenance, or use of any property in connection therewith; and bodily injury to, or sickness, disease, or death of, any person, or to injury to or destruction of any tangible property, including the loss of use thereof.
- b. The policy may be of a type reasonably available in the commercial insurance market and may contain reasonable provisions with respect to policy periods, territory, claims, conditions, exclusions, and other usual matters.
- c. The policy may provide for a deductible, or self-insured retained amount, and may provide for the payment of defense or other costs out of the stated limits of the policy, in either or both cases, all members of the limited liability company shall be jointly and severally liable for all acts, errors, and omissions of the employees of the limited liability company to the extent of the amount of such deductible or retained self-insurance, and the amount, if any, by which the payment of defense costs reduces the insurance remaining available for the payment of claims below the minimum limit of insurance required by this paragraph (c).
- d. A limited liability company may maintain, in lieu of the insurance specified in subparagraph (III) of this paragraph (c), moneys specifically designated and segregated as security for the payment of liabilities imposed by law against the limited liability company, or its members, arising out of claims of the type specified in subparagraphs (I) and (II) of this paragraph (c), in the amount of at least fifty thousand dollars multiplied by the number of certified public accountants employed by or members of limited liability company within this state; except that such amount is not required to exceed one million dollars and except that the board, in the public interest, may adopt rules increasing the minimum amount of designated and segregated moneys required by this subparagraph (V). The limited liability company remains in compliance with this section notwithstanding amounts paid from the designated or segregated moneys in any one calendar year in settling or discharging such claims, so long as the amount of the designated and segregated moneys is increased to at least the minimum required amount as of the first business day of the next calendar year. A limited liability company is in compliance with this

subparagraph (V) if it maintains moneys in the required amount in trust or in bank escrow in the form of cash, bank certificates of deposit, or United States treasury obligations, or maintains in effect bank unconditional, irrevocable letters of credit in the required amount or insurance or surety company bonds in the required amount. Such moneys or equivalency shall be maintained in or issued by a qualified United States financial institution as defined by section 10-1-102 (17), C.R.S.

- D) The name of any limited liability company shall be ended by the words "Limited Liability Company" or the abbreviation "LLC" or the word limited may be abbreviated as "Ltd.", and the word company may be abbreviated as "Co.". An assumed or trade name may be used if it is not misleading and clearly indicates that the firm is engaged in providing accounting services.