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C. LEWIS

Aug. 3 | 2010

EXAMINER



#### FLORIDA DEPARTMENT OF STATE Division of Corporations

July 30, 2010

THOMAS J. GALLO, ATTORNEY, P.A. 1530 BLOOMINGDALE AVE. VALRICO, FL 33596 US

SUBJECT: PROFESSIONAL GUARDIANSHIP SERVICES OF FLORIDA, L.L.C.

Ref. Number: W10000035781

We have received your document for PROFESSIONAL GUARDIANSHIP SERVICES OF FLORIDA, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 510A00018431

### <u>THOMAS J. GALLO, ATTORNEY, P.A.</u>

ESTATE PLANNING - REAL ESTATE - PROBATE - WILLS - TRUSTS - GUARDIANSHIP

July 26, 2010

DEPARTMENT OF STATE DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL 32314

**RE: ARTICLES OF ORGANIZATION:** 

Professional Guardianship Services of Florida, LLC

Dear Sirs,

Enclosed please find an original and one copy of the Articles of Organization for the above referenced Limited Liability Company and my trust account check in the amount of One Hundred Twenty-Five Dollars (\$125.00), representing the required filing fee. I would respectfully ask that you return the Certificate, and other appropriate documents, to the address listed below, upon approval. I have enclosed a stamped self-addressed envelope for that purpose.

Thank you for your cooperation in this matter. Please do not hesitate to contact my office (813) 661-5180 if there are any questions.

Sincerely

Thomay J. Gallo

TJG/jeo Enclosure Cc: Whitney

# THOMAS J. GALLO, ATTORNEY, P.A.

1418 BLOOMINGDALE AVENUE VALRICO, FLORIDA 33596 Office (813)661-5180 Fax (813)661-5185

### **FACSIMILE**

DATE:

August 3, 2010

TO:

Carolyn/Division of Corporations

FROM:

Jayne/ Thomas J. Gallo, P.A.

No. of Pgs.: (including cover)

RE:

Name change to:

Florida Professional Guardian Services, LLC

**CASE No:** 

FAX NO.: 850-245-6030

MESSAGE: Thank you for all our your help!

RECEIVED

10 AUG -3 PH 12: 03

SECRETARY OF STATE
SECRETARY OF STATE

## THOMAS J. GALLO, ATTORNEY, P.A.

ESTATE PLANNING - REAL ESTATE - PROBATE - WILLS - TRUSTS - GUARDIANSHIP

#### SENT VIA FACSIMILE ONLY TO (850) 245-6030

August 3, 2010

DEPARTMENT OF STATE DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL 32314

RE:

ARTICLES OF ORGANIZATION:

Florida Professional Guardian Services, LLC

Dear Sirs,

Enclosed please find the Articles of Organization for the above referenced Limited Liability Company. You are already in possession of our trust account check in the amount of One Hundred Twenty-Five Dollars (\$125.00), representing the required filing fee. Upon approval, I would respectfully ask that you return the Certificate in the self-addressed stamped envelope that we have previously provided to you.

We greatly appreciate your assistance in resolving this matter.

Please do not hesitate to contact our office (813) 661-5180 if there are any questions.

Sincerely.

Dayne E. O'Briei

Thomas J. Gallo

TJG/jeo Enclosure Cc: Whitney

# ARTICLES OF ORGANIZATION

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# SECRETARY OF STATE FLORIDA PROFESSIONAL GUARDIAN SER

#### <u>ARTICLE I</u> Name and Principal Place of Business

The name of this limited liability company is FLORIDA PROFESSIONAL GUARDIAN SERVICES, L.L.C.: the physical address of its principal office is 2805 W. BUSCH BLVD., TAMPA, FLORIDA 33618, and its mailing address is the same.

# ARTICLE II Purposes

This limited liability company is organized for the purpose of providing legal guardian services, and shall have the power to engage in any activity or business authorized under the Florida Statutes and, in general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

#### ARTICLE III Management and Exercise of Powers

Management of this limited liability company is reserved to the members. The names and addresses of the initial managing members are as follows:

SUSAN B. WHITNEY 2805 W. BUSCH BLVD. TAMPA, FLORIDA 33618

The powers of this limited liability company shall be exercised by or under the authority of, and the business and affairs shall be managed under, the direction of the members of this limited liability company.

This Article may be amended from time to time in accordance with the regulations of this limited liability company by majority vote of the members.

FILED

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### ARTICLE IV Duration

SECRETARY OF STATE TALLAHASSEE FLORIDA

Except as provided below, this limited liability company shall exist in perpetuity or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

Upon the death, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in this limited liability company, this limited liability company shall be dissolved except upon consent of all remaining members.

#### ARTICLE V Membership

Except as provided otherwise in any applicable Members Agreement, new members of this limited liability company may only be admitted upon unanimous consent. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

Except as provided otherwise in any applicable Members Agreement, a member's interest in this limited liability company may not be sold, assigned, transferred, or conveyed without unanimous written consent of all members, and an assignee of an interest in this limited liability company may become a member only upon consent of all existing members.

# ARTICLE VI Capital Contributions

Initial capital contributions valued in the amount of One Hundred and no/100ths Dollars (\$100.00) shall be paid to this limited liability company by the members. Additional contributions will be made as required and as determined by unanimous consent of the members and will be made in such proportionate amounts as to maintain the capital accounts in the same proportion as arose from the original contribution set forth above.

# ARTICLE VII Profits and Losses

- A. <u>Profits</u>. After payment of the expenses of this limited liability company, each member shall be entitled to a distributive share of the profits of this limited liability company in accordance with an agreed upon formula or, in the absence of such formula, in proportion to each members' then outstanding contributed and not returned capital. The distributive share of the profits shall be determined and paid to the members by December 31<sup>st</sup> of each year.
- B. <u>Losses</u>. Any losses which occur in the operation of this limited liability company shall be paid from the profits and capital of this limited liability company or, if the profits and capital

are not sufficient to pay for these losses, by the members in proportion to their capital accounts.

### ARTICLE VIII Initial Registered Office and Registered Agent

The street address of the initial registered office of this limited liability company is 2805 W. BUSCH BLVD., TAMPA, FLORIDA 33618, and the name of the initial registered agent of this limited liability company at that address is SUSAN B. WHITNEY.

# ARTICLE IX Amendments

This limited liability company reserves the right to amend or repeal any provision contained in this Articles of Organization or any amendment thereto upon the affirmative vote of the members representing a majority of then outstanding contributed and not returned capital of this limited liability company.

IN WITNESS WHEREOF, the undersigned, being the original members of this limited liability company, certifies that this instrument constitutes the Articles of Organization of FLORIDA PROFESSIONAL GUARDIAN SERVICES, L.L.C.

Executed this 3rd day of August, 2010.

Signed sealed and delivered in the presence of:

Witnesses:

IAYNE E O'BRIEN

THOMAS J. GALLO

SUSAN B. WHITNEY

08/03/2010 11:44

FILED

2010 AUG -2 PM 4: 00

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

ISECRETARY OF STATE TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me on the 3rd day of August, 2010, by SUSAN B. WHITNEY, who has produced a Florida Driver's License as personal identification.

THONIAS J. GALLO

Notary Public, State of Florida

My Commission Expires: Sept.19, 2012

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing FLORIDA PROFESSIONAL GUARDIAN SERVICES, L.L.C., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.