

L11000022938

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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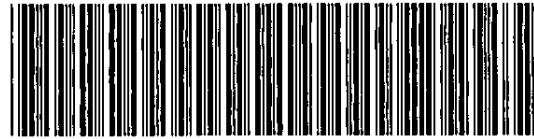
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MAR 15 2012

EXAMINER



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12 MAR 14 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# JOHNSON, BROWNING & CLAYTON

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SECURITIES LITIGATION  
and ARBITRATION

March 12, 2012

Dept. of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amended Articles of Organization for Hershel Kuykendall, LLC  
Document # L11000022938

Dear Sir or Madam:

Enclosed are Amended and Restated Articles of Organization for the above entity changing its name to Tollerton Financial Services, LLC. Also enclosed is a check for \$ 25.00 covering the costs of the Amendment.

Thank you for your assistance in processing this.

Very truly yours,

  
Robert W. Browning, Jr.

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF**

**HERSHEL KUYKENDALL, LLC**

FILED  
12 MAR 14 AM 11:16  
CLERK OF DISTRICT COURT  
JULIA M. ROSE, CLERK

The undersigned hereby submits these Amended and Restated Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

1. The name of the limited liability company is TOLLERTON FINANCIAL SERVICES, LLC.
2. The mailing address and street address of the principal office of the company shall be One North Tuttle Ave., Sarasota, FL 34237.
3. The name and address of each member executing these Articles of Organization are:

James B. Tollerton  
One North Tuttle Ave.  
Suite 5  
Sarasota, FL 34237

Taylor T. Collins  
One North Tuttle Ave.  
Suite 5  
Sarasota, FL 34237

4. The name and address of the initial registered office of the limited liability company in the State of Florida is Robert W. Browning, Jr., One North Tuttle Ave., Sarasota, FL 34237.
5. These articles will become effective upon filing with the Florida Department of State.
6. The duration of the limited liability company shall be perpetual until dissolved in accordance with the laws of the State of Florida.
7. The limited liability company is to be managed by the Managers and the name and address of the Managers who are to serve until the first annual meeting are as follows:

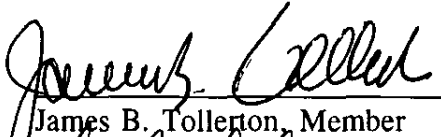
James B. Tollerton  
One North Tuttle Ave.  
Suite 5  
Sarasota, FL 34237

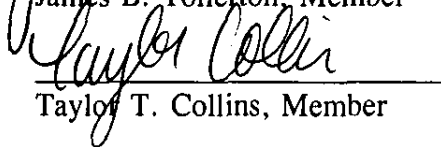
Taylor T. Collins  
One North Tuttle Ave.  
Suite 5  
Sarasota, FL 34237

8. No third party shall become a member without the unanimous written consent of the Members and Managers.

9. No person who is serving or who has served as a manager of the limited liability company shall be personally liable to the limited liability company or any of its members for monetary damages for breach of duty as a manager, except for liability with respect to (i) acts or omissions that the manager at the time of such breach knew were clearly in conflict with the interests of the limited liability company, (ii) any transaction from which the manager derived an improper personal benefit, or (iii) acts or omissions with respect to which the Florida Limited Liability Company Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a manager's reasonable compensation or other reasonable incidental benefit for or on account of his service as a manager, employee, independent contractor, attorney or consultant of the limited liability company. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

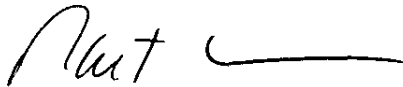
Executed this 9<sup>th</sup> day of March, 2012.

  
James B. Tollerton, Member

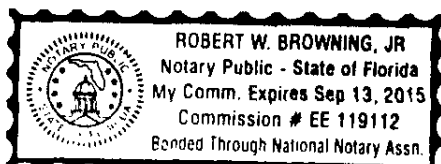
  
Taylor T. Collins, Member

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me this 9<sup>th</sup> day of March, 2012, by James B. Tollerton and Taylor T. Collins, both of whom personally appeared before me and are personally known to me.



Notary Public, State of Florida



## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Tollerton Financial Services, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of the position of registered agent.

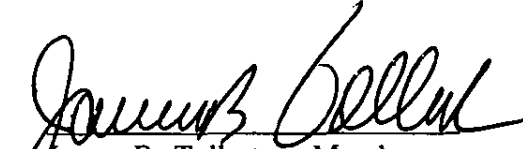



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Robert W. Browning, Jr.

## CERTIFICATE

The undersigned, being the sole members of HERSHEL KUYKENDALL, LLC (the "Company") whose original Articles of Organization were filed on February 23, 2011, and whose Amended and Restated Articles of Organization were filed on March 21, 2011, hereby certify that they are the sole members of the Company and that they have duly adopted and executed the Amended and Restated Articles of Organization of the Company attached hereto, which changes the name of the Company to TOLLERTON FINANCIAL SERVICES, LLC, on this 9<sup>th</sup> day of March, 2012.

  
James B. Tollerton, Member

  
Taylor T. Collins, Member