

**L12000028323**

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(Requestor's Name)

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**C. LEWIS**

MAY 22 2012

**EXAMINER**



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 211923 7152816

AUTHORIZATION

COST LIMIT : \$ 55.00

ORDER DATE : May 21, 2012

ORDER TIME : 3:32 PM

ORDER NO. : 211923-005

CUSTOMER NO: 7152816

DOMESTIC AMENDMENT FILING

NAME: LEE & ASSOCIATES CENTRAL  
FLORIDA, LLC

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

AMENDMENT AND RESTATED  
ARTICLES OF ORGANIZATION  
OF **L12000028323**  
LEE & ASSOCIATES CENTRAL FLORIDA, LLC  
a Florida limited liability company

Lee & Associates Central Florida, LLC was formed pursuant to the Articles of Organization filed with and accepted by the Florida Secretary of State on the 28<sup>th</sup> day of February, 2012. These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Section 608.411, *Florida Statutes*.

The undersigned, who, pursuant to the Operating Agreement of Lee & Associates Central Florida, LLC, a Florida limited liability company (the "Company"), constitute members holding a sufficient percentage of the interests in the Company to take the action specified herein, hereby consent to the following Amended and Restated Articles of Organization of the Company:

ARTICLE I - NAME

The name of this limited liability company shall be Lee & Associates Central Florida, LLC, a Florida limited liability company (the "Company").

ARTICLE II - COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall terminate as provided in the Operating Agreement of the Company.

ARTICLE III - PRINCIPAL OFFICE MAILING AND STREET ADDRESS

The initial principal office mailing and street address of the Company shall be located at 4700 Millenia Boulevard, Suite 200, Orlando, Florida 32839.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

For purposes of service of process within Florida, the initial registered office of this Company shall be located at 4700 Millenia Boulevard, Suite 200, Orlando, Florida 32839 and the initial registered agent of the Company at that address shall be William Bradford, Jr. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE V - PURPOSES AND GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, all such other powers as are permitted by applicable law and all those powers set forth in the adopted Operating Agreement of the Company, as amended.

ARTICLE VI - MANAGERS

The business and affairs of the Company shall be managed by a Manager(s) both as set forth in these Articles of Organization and in the Operating Agreement of the Company. The Manager may be, but is not required to be, a Member of the Company. The Manager(s) shall have the power and authority to act on behalf of the Company as provided in Chapter 608, *Florida Statutes*, as the same may be amended from time to time, and as further provided in the Operating Agreement of the Company. The name and business address of the initial and sole Manager of the Company until the first annual meeting of the Members, or until his successor is elected and qualified, is:

Manager(s)	Manager(s) Business Address
William Bradford, Jr.	4700 Millenia Boulevard, Suite 200, Orlando, Florida 32839

#### ARTICLE VII - NON-LIABILITY AND INDEMNIFICATION

7.1 Non-Liability. A Manager of this Company, including any Member who shall be a Managing Member, shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager (or Managing Member), except for liability:

- (a) for a breach of the Manager's duty of loyalty to the Company or its Members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law;
- (c) for a transaction from which the Manager derived an improper personal benefit; or
- (d) under Section 608.4363(7), *Florida Statutes* (or any similar provision of any subsequent law enacted in Florida).

7.2 Indemnification. Each individual or entity who is or was a Manager (including any Managing Members) of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

#### ARTICLE VIII - AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this

reservation, which amendment or repeal shall only be effectuated by as provided in the Operating Agreement of the Company.

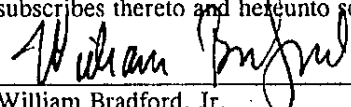
#### ARTICLE IX - ADOPTION OF OPERATING AGREEMENT

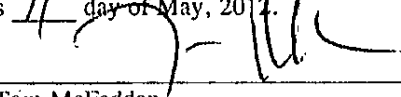
The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Florida Statutes*.

#### ARTICLE X - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Members do hereby make and file these Amended and Restated Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets their hand and seal this 4 day of May, 2012.

  
William Bradford, Jr.

  
Tom McFadden

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, William Bradford, Jr. and Tom McFadden personally appeared before me and executed or acknowledged their/his/her previous execution of this instrument. I HEREBY FURTHER CERTIFY, that William Bradford, Jr. and Tom McFadden, are the same persons either executing or acknowledging execution of the foregoing instrument because: ☐ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: \_\_\_\_\_ . WITNESS my hand and official seal in the State and County aforesaid this 4 day of May, 2012.

Notary Public Signature

(PLACE



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TALLAHASSEE, FLORIDA

**REGISTERED AGENT CERTIFICATE OF ACCEPTANCE**

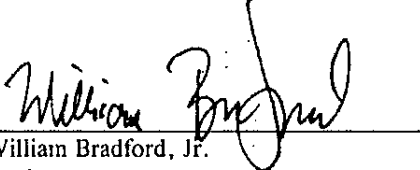
In compliance with Section 608.407(1)(d), *Florida Statutes*, the following is submitted:

Lee & Associates Central Florida, LLC (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated William Bradford, Jr. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 4700 Millenia Boulevard, Suite 200, Orlando, Florida 32839.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, *Florida Statutes*, as the same may apply to the Company.

DATED this 14 day of May, 2012.

  
\_\_\_\_\_  
William Bradford, Jr.  
Registered Agent

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