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FLORIDA LIMITED LIABILITY CO.

Craig Kelley, PLLC

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ARTICLES OF ORGANIZATION

OF

CRAIG KELLEY, PLLC

SECRETARY OF STATE
TALLAHASSEE FLORIDA

A Florida Professional Service Limited Liability Company

The sole Member and Manager of the Company adopted and approved these Articles of Organization on March, 2016, and the percentage of membership interests cast was sufficient for approval.

Pursuant to Chapter 621 of the Florida Statutes, the sole Member and Manager of the Company states that the Company is engaged solely in carrying out professional real estate sales services as a Sales Associate, which are of a type provided by a professional services limited liability company organized under Chapter 621 of the laws of the State of Florida. The Company's nature is that of a professional service limited liability company, and it intends to operate in compliance with Chapters 621 and 605, Florida Statutes.

These Articles of Organization shall become effective upon filing with the Florida Department of State.

Article 1. Name. The name of the Company is CRAIG KELLEY, PLLC (the "Company").

Article 2. Principal Office and Mailing Address. The street address of the initial principal office of the Company is at 3828 Wax Myrtle Run, Naples, FL 34112. The initial mailing address of the Company is 3828 Wax Myrtle Run, Naples, FL 34112. The manager or authorized members may from time to time designate a principal office.

Article 3. Registered Office and Agent. The registered office of the Company is 3828 Wax Myrtle Run, Naples, FL 34112. The name of the registered agent at the registered office is Craig Kelley. The manager or authorized members may from time to time designate a new registered office and agent.

Article 4. Management. The Company is a single member professional services limited liability company under Chapter 605 and Chapter 621, Florida Statutes. The Limited Liability Company is a manager-managed limited liability company. The Limited Liability Company shall be managed by the Craig Kelley manager who is designated, appointed, or elected to act in such capacity.

A. The persons designated or appointed as manager shall carry out and further the decisions and actions of the Members and shall be authorized to execute any and all reports, forms, instruments, documents, papers, writings, agreements, and contracts, including but not limited to deeds, bills of sale, assignments, leases,

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promissory notes, mortgages, and security agreements, and any other type or form of document by which property or property rights of the Limited Liability Company are transferred or encumbered or by which debts and obligations of the Limited Liability Company are created, incurred, or evidenced, which are necessary, appropriate, or beneficial to carry out or further such decisions or actions.

B. The Manager shall have the power to appoint and remove officers, employees and agents. Craig Kelley, appoints Kathryn Kelley (also Known as Katie Kelley) to act as Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Company. She shall keep or cause to be kept all other books of accounts and accounting records of the Company and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the Company in such depositories as may be designated by the Manager.

Article 5. Purposes and Restrictions on Activities. The purposes for which the Company is organized are the following:

A. To engage in the practice of real estate sales as a Florida professional services limited liability company and to own and operate a real estate sales practice for the purposes of providing real estate sales services as a Sales Associate.

B. To promote real estate sales; and to own real and personal property, enter into contracts and engage in any lawful business necessary for the rendering of the referenced professional services.

C. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles of Organization, and to do every other act incidental to the corporate purposes that is not forbidden by Florida laws or by the provisions of these Articles of Organization.

D. The purposes of this Company shall be carried out only through Company managers, officers, employees and agents, each of whom is licensed or otherwise legally qualified to render the referenced professional services in the State of Florida.

Article 6. Powers. Solely for the purposes of the Company as set forth in Article 4 above, the Company shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on professional services limited liability companies, including but not limited to those set forth in Florida Statutes Chapters 605 and 621 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution,

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purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which professional services limited liability companies may be organized under the Florida Revised Limited Liability Company Act and the Florida Professional Service Company and Limited Liability Company Act, and any successor legislation or amendments to those acts.

C. To do any other things as are incidental to the powers of the Company or necessary or desirable in order to accomplish the purposes of the Company.

Article 7. Duration. The duration (term) of the Company is perpetual.

Article 8. Professional Services Limited Liability Company Provisions

A. **Limitation on Rendition of Professional Services.** This Company may not render professional services except through its members, managers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida. As used in these Articles, the term "employee," shall not be interpreted to include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a real estate Sales Associate license or other legal authorization is required. Nothing in these Articles or the Operating Agreement of the Company shall be interpreted to require that the right of an individual to be a member of this Company is dependent upon the present or future existence of an employment relationship between the individual and this Company, or the individual's present or future active participation in any capacity in the production of the income of this Company or in the performance of the services rendered by this Company.

B. **Liability of Officers, Agents, and Employees.** Any member, manager, agent or employee of this Company shall be personally liable and accountable only for negligent or wrongful acts or misconduct committed by that person, or by any person under that person's direct supervision and control, while rendering professional services on behalf of this Company to the person for whom such professional services were being rendered. The personal liability of the members of this Company, in their capacity as members of this Company, shall be no greater in any aspect than that of a member-employee of a Company organized under Chapter 605 of the Florida Statutes. The Company shall be liable up to the full value of its property for any negligent or wrongful acts or misconduct committed by any of its

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members, managers or employees while they are engaged on behalf of the Company in the rendering of professional services.

C. **Limitation on Business Transactions and Investment of Funds.** This Company shall not engage in any business other than the rendering of professional services for which it was specifically organized. Provided, however, nothing shall be interpreted to prohibit this Company from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional services.

D. **Limitation on Transfer of Ownership.** No person shall be admitted as a member of this Company unless such person is a professional corporation, a professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to render the same specific professional services as those for which Company is organized. No member of this Company shall enter into any type of agreement vesting another person with the authority to exercise any of that member's voting power in the Company.

E. **Disqualification of a Member, Manager, Agent or Employee.** If any member, manager, agent or employee of this Company who has been rendering professional service to the public becomes legally disqualified to render such professional services or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, the Company forthwith.

F. **Alienation of Membership Interests.** No member of this Company may sell or transfer the member's membership interests in this Company except to another professional services company, professional services limited liability company or individual, each of which must be eligible to be a member of this Company.

G. **Name.** The Company may render professional services and exercise its authorized powers under a name that is identical to its name or contains any one or more of the last names of any member included in such name except that the designation "PLLC" may be omitted, provided that this Company has first registered the name to be so used in the manner required for the registration of fictitious names.

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Article 9. Indemnification. Subject to the conditions of this Article 9, the Company shall indemnify each manager and member, including former managers and members, to the fullest extent allowed by law. The indemnification provisions herein shall not be automatic and shall apply only when the Company's managers or authorized members approve such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Company. In instances where a manager or member admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of a manager or member's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a manager and member may be entitled whether by statute or common law. The indemnification hereby afforded to a manager or member shall also extend to any entity other than the Company that is found responsible or liable for the actions of such individuals in their capacity as a manager or member.

Article 10. Amendment. The members and managers reserve the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them in accordance with the Operating Agreement of the Company. Any right conferred upon a member or manager is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization effective as of March, 2016; and, in accordance with F.S. 608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Name: CRAIG KELLEY
Title: Prospective Member

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STATE OF FLORIDA)
)
 COUNTY OF COLLIER) ss.:

The foregoing instrument was acknowledged before me on 3/1, 2016,
 by CRAIG KELLEY, ☐ who is personally known to me or ☐ who produced
personally known as identification, and who acknowledged to and before me
 that he executed the instrument for the purposes therein expressed.

[SEAL]



JAN M. HARRISON
 NOTARY PUBLIC
 STATE OF FLORIDA
 Comm# FF118873
 Expires 5/6/2018

[Signature]

 Notary Public
 My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of CRAIG KELLEY, PLLC, a Florida professional services limited liability company that is contained in the foregoing Articles of Organization. I am familiar with and accept the obligations of my position as registered agent.

Date: 3/1/16

[Signature]

 Name: CRAIG KELLEY
 Title: Registered Agent

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