

L16050223423

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

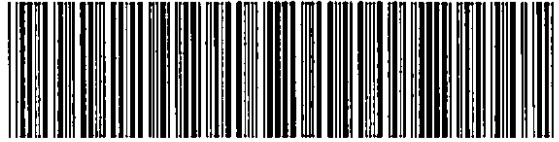
(Document Number)

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Special Instructions to Filing Officer:

Att: Michelle Milligan

Office Use Only



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

M. MILLIGAN

AUG 02 2016



**DREW J. BREAKSPEAR**  
Commissioner

## INTEROFFICE COMMUNICATION

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DATE: May 9, 2018

TO: Ms. Diane Cushing, Department of State  
Division of Corporations

FROM: Jason Guevara, Licensing and Chartering

SUBJECT: Spencer Fiduciary Company, LLC – Amendment to Articles

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Please file the attached amended articles for the above-reference entity.

Also attached is a check that represents payment of the filing fees. If you have any questions please call (850) 410-9513.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
SPENCER FIDUCIARY COMPANY, LLC  
a Florida limited liability company**

*Pursuant to the provisions of the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "LLC Act"), SPENCER FIDUCIARY COMPANY, LLC adopts the following amendment and restatement to its Articles of Organization, which were filed on December 9, 2016 and assigned Document Number L16000223423.*

**ARTICLE I**

**Name**

The name of the Limited Liability Company is SPENCER FIDUCIARY COMPANY, LLC (the "Company").

**ARTICLE II**

**Duration**

This Company shall exist on the date of filing of the original Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE III**

**Nature of Business**

The Company shall be a Florida family trust company as defined under the Florida Family Trust Company Act, Chapter 662, *Florida Statutes*, as amended, and in effect from time to time (the "FTC Act"). In accordance with Section 662.130 of the FTC Act, the Company may do any of the following:

- (1) Serve as a personal representative or co-personal representative of a probate estate administered outside the State of Florida;
- (2) Except as otherwise provided by the FTC Act or the Company's operating agreement (the "Agreement"), serve as attorney in fact or agent under a power of attorney under any rule or statute;
- (3) Except as otherwise provided by the FTC Act or the Agreement, act as a sole fiduciary or co-fiduciary, including acting as a trustee, advisory agent, assignee, assignee for the

benefit of creditors, authenticating agent, bailee, bond or indenture trustee, conservator, conversion agent, custodian, escrow agent, fiscal or paying agent, financial advisor, guardian, investment advisor or manager, managing agent, purchase agent, receiver, registrar, safekeeping or subscription agent, transfer agent (except for public companies), warrant agent, or any similar capacity generally performed by corporate trustees, and in so acting, possess, purchase, sell, invest, reinvest, safekeep, or otherwise manage or administer the real or personal property of family members or other eligible recipients of the Company's services (each as set forth and defined under the FTC Act);

(4) Exercise any and all of the powers of a limited liability company organized under the laws of the State of Florida which are reasonably necessary to enable the Company to fully exercise, in accordance with the commonly accepted customs and usages, a power conferred by the FTC Act or the Agreement;

(5) Delegate duties and powers, including investment functions, in accordance with the powers granted to a trustee under Chapter 736, Florida Statutes, and any other applicable law, and retain agents, attorneys, accountants, investment advisers, or other individuals or entities to assist or advise the Company, including, but not limited to, retaining a bank trust department or a public trust company;

(6) Perform all acts necessary for exercising the powers set forth in the FTC Act, the Agreement, and all other applicable laws of the State of Florida;

(7) Any other act set forth as a permitted power of a family trust company by the FTC Act; and

(8) Any and all lawful acts or business permitted under the LLC Act; provided, however, that such acts, powers, and business shall not exceed any limitations imposed by the FTC Act.

The Company may act as a fiduciary for and provide other services to one or more family members, as defined under the FTC Act, and no more than 35 individuals who are not family members but are current or former employees of an entity which is a family member, as provided under the FTC Act and the Agreement. Notwithstanding the foregoing, the Company shall not do any of the following:

(1) Engage in commercial banking; provided, however, that the Company may establish accounts at financial institutions for its own purposes or on behalf of family members to whom it provides services;

- (2) Engage in fiduciary services with the general public;
- (3) Offer its services to the general public;
- (4) Serve as a personal representative or co-personal representative of a probate estate administered in the State of Florida; and
- (5) Serve as an attorney in fact or agent, including as a co-attorney in fact or co-agent, under a power of attorney pursuant to Chapter 709, Florida Statutes.

#### **ARTICLE IV**

##### **Address**

The initial principal office address and mailing address of the Company is 10175 Fortune Parkway, Unit 405, Jacksonville, Florida 32256.

#### **ARTICLE V**

##### **Initial Registered Agent and Registered Office**

The street address of the initial registered office of the Company is 10175 Fortune Parkway, Unit 405, Jacksonville, Florida 32256, and the name of the initial registered agent of the Company at that address is Christopher R. Fischer.

#### **ARTICLE VI**

##### **Management**

The Company shall be manager-managed in accordance with the Agreement.

#### **ARTICLE VII**

##### **Membership Certificates**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

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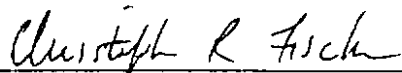
ARTICLE VIII

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amendment

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation. Any such amendment to these Articles of Organization must first be approved by the Florida Office of Financial Regulation in accordance with the FTC Act.

IN WITNESS, WHEREOF the undersigned has executed these Amended and Restated Articles as of the 15<sup>th</sup> day of June, 2018.



Christopher R. Fischer, Authorized Person

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Christopher R. Fischer hereby accepts the appointment as registered agent and agrees to act in this capacity. Christopher R. Fischer further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.



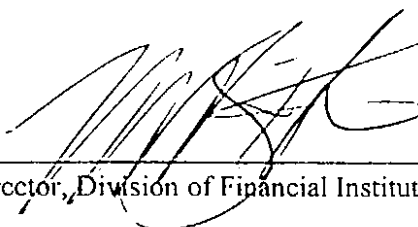
Christopher R. Fischer

Dated: June 15, 2018

OFFICE OF FINANCIAL REGULATION CERTIFICATION

The foregoing Amended and Restated Articles of Organization contain the information required under s. 662.123, F.S., and are approved by Office of Financial Regulation this 2nd day of August 2018, in Tallahassee, Florida.

By:



Director, Division of Financial Institutions