

L9500000953

A. Eugene Lewis
Requestor's Name
Lewis & White, L.C.
216 W. College Ave., Ste 201
Address
Tallahassee FL 32301 925-5000
City/State/Zip Phone #

Office Use Only
95 DEC -8 PM 3:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PESCO Plus n.c.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

12/12/95--01110--003
****337.50 ****337.50

- ☒ Walk in ☐ Pick up time FRI in Mon ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

12/16/95
95 DEC -8 3:14
W. Lane
12/16/95
D

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
PESCO Plus, L. C.
(a Florida Limited Liability Company)**

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, et seq., Florida Statutes (the "Act"), do hereby acknowledge and deliver in duplicate to the Secretary, Florida Department of State, these Articles of Organization ("Articles").

ARTICLE I

Name

The name of the limited liability company (hereinafter referred to as the "Company") shall be PESCO Plus, L. C., whose address is 118 North Monroe Street, Tallahassee, Florida 32301 and P. O. Box 1600, Tallahassee FL 32302, or such other place or places as provided in the Operating Agreement and Regulations.

ARTICLE II

Period of Duration

The period of duration for the Company shall be from the date of filing these Articles with the Florida Division of Corporations and continuing for thirty (30) years, unless extended as provided in the Operating Agreement and Regulations.

ARTICLE III

Business of the Company

The Company is authorized to conduct all lawful businesses within and without the State of Florida and as authorized pursuant to the Act.

ARTICLE IV

Management

The Company is to be managed by a Manager or Managers as set forth in the Operating Agreement and Regulations and the names and addresses of such Managers who are to serve as initial Managers are:

PESCO MANAGERS

Pat L. Tornillo, Jr.
c/o FEA/United
118 N. Monroe St.
Tallahassee FL 32301

James W. Geiger
c/o FEA/United
118 N. Monroe St.
Tallahassee FL 32301

Robert F. Lee
c/o FEA/United
118 N. Monroe St.
Tallahassee FL 32301

METLIFE MANAGERS

Gail F. Praslick
c/o Metropolitan Life Insurance Company
One Madison Avenue
New York, NY 10010

Richard G. Mandel
c/o Metropolitan Life Insurance Company
One Madison Avenue
New York, NY 10010

Alexander G. Scheitlin
c/o Metropolitan Life Insurance Company
One Madison Avenue
New York, NY 10010

ARTICLE V

Registered Office and Registered Agent

The registered office of the Company in this State shall be 118 North Monroe Street, Tallahassee, Florida 32301 and the Registered Agent shall be Public Employees Services Company, Inc. The address of the Registered Agent shall be c/o FEA/United, 118 North Monroe Street, Tallahassee FL 32301.

ARTICLE VI

Admission of Additional Members/No Preemptive Rights

The right of the remaining Members to admit additional Members and the prohibitions against, and the terms and conditions of any such admissions shall be as set forth in the Operating Agreement and Regulations of the Company.

No Member shall have the preemptive right to acquire any Membership Interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

ARTICLE VII

Members Rights to Continue Business

The right of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, insanity, bankruptcy, or dissolution of a Member or

the occurrence of any other event which terminates the continued Membership of a Member in the Company shall be as set forth in the Operating Agreement and Regulations of the Company.

ARTICLE VIII

Distributions in Kind

The Company may distribute assets-in-kind as provided in the Operating Agreement and Regulations of the Company.

ARTICLE IX

Meetings Not Required

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of Members, or any action which may be taken at any annual or special meeting of Members, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of Membership Interests having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all Membership Interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action. The Operating Agreement and Regulations may make similar provisions for meetings of Managers.

ARTICLE X

Limitation on Manager Liability

A Manager of the Company shall not be liable to the Company or its Members for monetary damages for an act or omission in the Manager's capacity as a Manager, director, officer, etc., except that this Article X does not eliminate or limit the liability of a Manager to the extent that the Manager is found liable by a court of competent jurisdiction for (i) a breach of the Manager's duty of loyalty to the Company or its Members; (ii) an act or omission not in good faith that constitutes a breach of duty of the Manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the Manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Manager's office; or (iv) an act or omission for which the liability of the Manager is expressly provided by an applicable statute. Any repeal or amendment of this Article X by the Members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a Manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which a Manager of the Company is not liable as set forth in the preceding sentences, a Manager shall not be liable to the fullest extent permitted by any provision of the statutes of the State of Florida as now, or

as hereafter may be enacted that further limits the liability of a Manager of a limited liability company or of a director of a corporation and as set forth in the Operating Agreement and Regulations.

ARTICLE XI

Miscellaneous

Power of Attorney and Amendment. The Chairman of the Board of Managers, the Managing Director and/or Manager-Finance, severally, and their successors shall be, and by these presents hereby are appointed the true and lawful attorneys-in-fact for the Members and their respective assignees, and each of them with full power and authority for them in their names to execute, acknowledge or swear to and file amendments to or restatements of these Articles of Organization and other Company documents as such amendments/restatements and/or documents, as provided in Section §608.411, Florida Statutes, shall be approved by Resolution of the Managers on behalf of the Members in the manner set forth in the Operating Agreement and Regulations, as follows:

(1) To amend these Articles in any respect except to substitute a Chairman of the Board of Managers, Managing Director or Manager-Finance or to decrease or diminish the duties, liabilities or responsibilities of the Chairman of the Board of Managers, Managing Director or Manager-Finance or to increase the liability of any Member in any respect.

(2) Deeds, notes, mortgages, security instruments of any kind and nature, leases, contracts and such other instruments as may be necessary to carry on the business of the Company as set forth in Article III hereto, provided that no such instrument shall increase the personal liability of any Member herein; and

(3) All documents that may be required to effectuate the dissolution and termination of the Company.

It is understood that the Board of Managers may require that an assignee of a membership interest execute a power of attorney as a condition of his/her/its admission as a substitute Member.

Gender. The masculine and neuter genders have been used interchangeably in these Articles and each may be considered to refer to the other if appropriate.

Binding Effect. These Articles shall inure to the benefit of and be binding upon the parties hereto, their legal representatives, permitted transferees, successors, survivors, heirs and permitted assigns, as more fully set forth in the Operating Agreement and Regulations.

Duplicate Originals. For the convenience of the parties hereto, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

Construction. These Articles shall be interpreted and construed in accordance with the laws of the State of Florida. The titles of the Articles and Subsections herein have been inserted as a matter of convenience of reference only and shall not control or affect the meaning of construction of any of the terms or provisions herein.

IN WITNESS WHEREOF, the parties have entered into, executed and made these Articles of Organization as of the 5th day of December, 1995.

MEMBERS:

PUBLIC EMPLOYEES SERVICES COMPANY, INC.,
a Florida corporation ("PESCO")

By: James W. Geiger
James W. Geiger, President

STATE OF FLORIDA

s. s. Tallahassee

COUNTY OF LEON

BEFORE ME, A. Eugene Lewis, a Notary Public, on the 5th day of December, 1995, in and for Leon County, State of Florida, personally appeared James W. Geiger as an officer of Member Public Employees Services Company, Inc., who, being personally known to me and he, being first duly sworn by me, upon his oath acknowledged the due execution of the foregoing Articles of Organization of PESCO Plus, L. C., freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal on this 5th day of December, 1995.

A. Eugene Lewis
Notary Public



OFFICIAL SEAL
A. EUGENE LEWIS
My Commission Expires
Jan. 5, 1997
Comm. No. CC 250544

METROPOLITAN LIFE INSURANCE COMPANY
New York corporation ("METLIFE")

By: Gail F. Praslick
Gail F. Praslick, Vice President

FILED
95 DEC -8 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK

s. s. Borough of Manhattan

COUNTY OF NEW YORK

BEFORE ME, Ruby S. Wang, a Notary Public, on the 5th day of December, 1995, in and for New York County, State of New York, personally appeared Gail F. Praslick as an officer of Member Metropolitan Life Insurance Company, who, being personally known to me and she, being first duly sworn by me, upon her oath acknowledged the due execution of the foregoing Articles of Organization of PESCO PLUS, L. C., for and voluntarily for the purposes therein stated.

WITNESS my hand and official seal on this 5th day of December, 1995.

Ruby S. Wang
Notary Public

RUBY S. WANG
Notary Public, State of New York
No. 01WA5022310
Qualified in New York County
Commission Expires Jan 10, 1998

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
PESCO Plus, L. C.

FILED
95 DEC -8 PM 3:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned Member or authorized representative of a Member of PESCO Plus, L.C., deposes and says:

1. The above named limited liability company has at least two Members.
2. The total amount of cash contributed by the Member(s) is \$675,000*.
3. If any, the agreed value of property or services other than cash contributed by Members is \$675,000*. A description of the property or services is attached and made a part hereto as Exhibit "A".
4. The total amount of cash or property or services anticipated to be contributed by Member(s) is \$1,350,000*. This total includes amounts from 2 and 3 above.

James W. Geiger
Authorized Representative of a Member

STATE OF FLORIDA
s. s. Tallahassee
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 5th day of December, 1995, by James W. Geiger, [☒] who is personally known to me or [☐] who has provided _____ as identification and who did take an oath.



OFFICIAL SEAL
A. EUGENE LEWIS
My Commission Expires
Jan. 5, 1997
Comm. No. CC 250544

A. Eugene Lewis
Notary Public
My Commission expires:

*As Adjusted from time to time pursuant to Section 3.1(b) of the Joint Venture Agreement between PESCO and METLIFE dated November 15, 1995.

**EXHIBIT "A" TO
AFFIDAVIT OF MEMBERSHIP AND
CONTRIBUTIONS OF PESCO Plus, L.C.**

The property and services other than cash being contributed by Public Employees Services Company, Inc., to the limited liability company are the contributions by PESCO as defined in Section 2.1 of the Joint Venture Agreement between PESCO and METLIFE dated as of November 15, 1995, valued initially at \$675,000 by the parties, as adjusted from time to time as provided in Section 3.1(b) of the Joint Venture Agreement.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THIS STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

PESCO Plus, L.C.

2. The name and address of the registered agent and office is:

Public Employees Services Company, Inc., c/o FEA/United, 118 N. Monroe Street, Tallahassee FL 32301.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Public Employees Services Company, Inc., as Registered Agent

By: James W. Geiger
James W. Geiger, President

Dated: December 5, 1995

STATE OF FLORIDA
s. s. Tallahassee
COUNTY OF LEON

BEFORE ME, A. Eugene Lewis, a Notary Public, on the 5th day of December, 1995, in and for Leon County, State of Florida, personally appeared James W. Geiger, President of Public Employees Services Company, Inc., Registered Agent, who, being personally known to me and he, being first duly sworn by me, upon his oath acknowledged the due execution of the foregoing certificate of designation of registered agent/registered office of PESCO Plus, L. C., freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal on this 5th day of December, 1995.

A. Eugene Lewis
Notary Public



OFFICIAL SEAL
A. EUGENE LEWIS
My Commission Expires
Jan. 5, 1997
Comm. No. CC 250544

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THIS
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is:

PESCO Plus, L.C.

2. The name and address of the registered agent and office is:

Public Employees Services Company, Inc., c/o FEA/United, 118 N. Monroe
Street, Tallahassee FL 32301.

Having been named as registered agent and to accept service of process for the above
stated limited liability company at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to comply with
the provisions of all statutes relating to the proper and complete performance of my duties, and
I am familiar with and accept the obligations of my position as registered agent.

Public Employees Services Company, Inc., as Registered Agent

By:

James W. Geiger
James W. Geiger, President

Dated: December 5, 1995

STATE OF FLORIDA
s. s. Tallahassee
COUNTY OF LEON

BEFORE ME, A. Eugene Lewis, a Notary Public, on the 5th day of
December, 1995, in and for Leon County, State of Florida, personally appeared James W.
Geiger, President of Public Employees Services Company, Inc., Registered Agent, who, being
personally known to me and he, being first duly sworn by me, upon his oath acknowledged the
due execution of the foregoing certificate of designation of registered agent/registered office of
PESCO Plus, L. C., freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal on this 5th day of December, 1995.

A. Eugene Lewis
Notary Public



OFFICIAL SEAL
A. EUGENE LEWIS
My Commission Expires
Jan. 5, 1997
Comm. No. CC 250544

FILE NOW: Fee after May 1, will be \$253.75

APPROVED
AND
FILED

96 MAR 25 AM 10:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

DOCUMENT #L95000000953

1. Name and Mailing Address
of Limited Liability Company

PESCO PLUS, L.C.
~~POST OFFICE BOX 1600~~
~~TALLAHASSEE FL 32302~~

1a. Principal Place of Business Address

~~118 NO. MONROE STREET~~
~~TALLAHASSEE FL 32301~~

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business

1220 E. Park Ave #11
Suite, Apt. #, etc.

2a. Mailing Address P.O. Box 1600
1225 17th Street
Suite, Apt. #, etc.

3. Date Organized or Qualified
12/08/1995

3a. State of Formation
FL

City & State

Tallahassee FL

City & State Tallahassee FL
Area 8L
Denver CO

4. FEI Number

59-3348570

☐ Applied For

☐ Not Applicable

Zip
32301-2678

Country

Zip
80262

Country

5. Date of Last Report

N/A

6. Certificate of Status Desired

☐ Additional Fee Required

7. Name and Address of Current Registered Agent

PUBLIC EMPLOYEES SERVICES COMPANY, IN
118 NO. MONROE STREET
TALLAHASSEE FL 32301

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

000001760700

Suite, Apt. #, etc.

-03/28/96--01037--015

***238.75 ***238.75

City

FL

Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

(Registering Agent Accepting Appointment)

(NOTE: Registered Agent signature required when reinstating)

James W. Geiger

James W. Geiger

DATE 3/11/96

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	TORNILLO, PAT L JR.	118 NO. MONROE STREET	TALLAHASSEE FL
MGRM	GEIGER, JAMES W	118 NO. MONROE STREET	TALLAHASSEE FL
MGRM	LEE, ROBERT F	118 NO. MONROE STREET	TALLAHASSEE FL
MGRM	PRASLICK, GAIL F	ONE MADISON AVENUE	NEW YORK NY
MGRM	MANDEL, RICHARD G	ONE MADISON AVENUE	NEW YORK NY
MGRM	SCHEITLIN, ALEXANDER G	ONE MADISON AVENUE	NEW YORK NY
MGRM	Edward J. Baum	17713 SE. Federal Highway #100	Tegueste, FL
MGRM	Barbara Healy	One Madison Avenue	New York, NY
MGRM	Patrick J. Brady	One Madison Avenue	New York, NY

25 p/b

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment, with an address.

SIGNATURE:

James W. Geiger

James W. Geiger 3/11/96

904 425-1104

SIGNATURE AND TYPED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Daytime Phone #