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CORPORATE ACCESS, INC.
1116 D THOMASVILLE RD
TALLAHASSEE, FL 32305
(904) 222-2666

Address

City/State/Zip

Phone #

Office Use Only

FILED
96 JAN 22 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Halbert And Associates, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 1/22/96 1:00

☒ 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

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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

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DIVISION OF CORPORATION

D. BROWN JAN 22 1996

**ARTICLES OF ORGANIZATION OF
HALBERT AND ASSOCIATES, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following articles shall serve as the charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is HALBERT AND ASSOCIATES, L.C.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company is 493 Young Street, Melbourne, Florida 32935 or such a place as may be designated by the members.

**ARTICLE III
REGISTERED AGENT AND ADDRESS**

The registered agent of the Company is Bruce A. Mitchell and the address of the registered agent is 1825 South Riverview Drive, Melbourne, Florida 32901.

**ARTICLE IV
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, invest in, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and properties so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under any contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or for the furtherance of any of the powers set forth in any of these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE V **DURATION**

The Company shall continue in full force and effect for ten (10) years from the date of filing these Articles of Organization with the Secretary of State, or until dissolution prior thereto, pursuant to the provisions hereof and upon the filing of Articles of Dissolution with the Secretary of State pursuant to Florida Statute §608.441, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the members.

ARTICLE VI **MANAGEMENT**

The management of this limited liability company is reserved to its members. The ordinary and usual decisions concerning the business affairs of the Company shall be made by the Managing Members. There shall be two (2) Managing Members, each of whom can exercise management powers independently. The initial Managing Members shall be:

S. Ray Halbert
493 Young Street
Melbourne, Florida 32935

David Ray Halbert
680 Hyde Park Lane
Melbourne, Florida 32935

ARTICLE VII **MEMBERSHIP RESTRICTIONS**

The Managing Members may permit the admission of additional Members. Contributions required of new members shall be determined as of the time of admission to the limited liability company. Notwithstanding the foregoing, the Additional Members may not become Managing Members unless and until selected to such position as provided in the Regulations of the Company.

A member's interest in the limited liability company may not be sold or otherwise transferred, except with the unanimous written consent of all members.

ARTICLE VIII **DISSOLUTION**

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event of dissolution as the members may specify by regulation, which terminates the continued membership of a member and the Company. The Company shall be dissolved unless within thirty (30) days after such event, the remaining members unanimously agree in writing to continue the business of the Company.

ARTICLE IX **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of Sixty Thousand Dollars (\$60,000.00) cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be

made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE X PROFITS

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members in accordance with generally accepted accounting principles.

ARTICLE XI LOSSES

All losses that occur in the operation of the limited liability company shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE XII INDEMNIFICATION

The Company shall, to the fullest extent permitted by law, be entitled to indemnify any member for any liability incurred in connection with any action, if such member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interest of the Company. The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the Company and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the Company.

ARTICLE XIII
LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the members of the Company and other members shall be limited to the maximum extent allowed by Florida law and there shall be no member who is personally liable for the debts, or claims against, the Company.

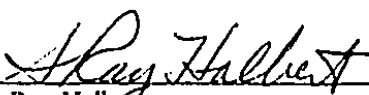
ARTICLE XIV
POWER TO AMEND

The power to adopt, alter, amend or repeal the Articles of Organization of the Company shall be vested solely in the members of the Company, and shall be by a unanimous vote of approval of the members.

ARTICLE XV
LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the limited liability company shall be vested in the members of the Company. Regulations adopted by the members may be repealed or altered; new regulations may be adopted by the members; and the members may prescribe any regulations made by them, that such regulations may not be altered, amended, or repealed by the members. The regulations may contain any provision for the regulation and management of the affairs of the limited liability company not inconsistent with Florida law or the Articles of Organization.

IN WITNESS WHEREOF, the members have caused these Articles of Organization to be executed on this 18th day of January, 1996.

By: 
S. Ray Halbert

By: 
David Ray Halbert

**AFFIDAVIT
OF MEMBERSHIP AND CONTRIBUTIONS**

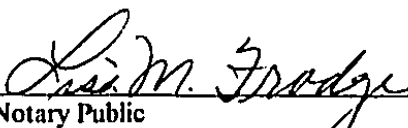
STATE OF FLORIDA
COUNTY OF BREVARD

In compliance with Florida Statutes Section 608.407(2), the undersigned member of HALBERT AND ASSOCIATES, L.C., deposes and says:

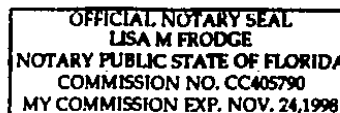
1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is Sixty Thousand Dollars (\$60,000.00).
3. If any, the agreed upon value of property other than cash contributed by the members is \$-0-. A description of the property is attached as Exhibit "A" and made a part of this affidavit.
4. The total amount of cash or other property anticipated to be contributed by the members is Sixty Thousand Dollars (\$60,000.00). This includes the total amount of 2 and 3 above.


S. Ray Halbert

The foregoing instrument was acknowledged before me this 18th day of January, 1995, by S. Ray Halbert, member on behalf of Halbert and Associates, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.


Notary Public

My Commission Expires:



**STATEMENT DESIGNATING
REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA
COUNTY OF BREVARD

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96 JAN 22 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Halbert and Associates, L.C.

The name of the registered agent for Halbert and Associates, L.C. is Victor S. Kostro, and the street address of the company's principal office where the agent is located is 1825 South Riverview Drive, Melbourne, Florida 32901.

This statement is to acknowledge that, as indicated above, Halbert and Associates, L.C. has appointed me, Victor S. Kostro, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 18 day of January, 1996.

Victor S. Kostro
Victor S. Kostro

The foregoing instrument was acknowledged before me this 18 day of January, 1996, by Victor S. Kostro, agent on behalf of Halbert and Associates, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.

Shirley B. Saathoff
Notary Public

My Commission Expires:

