

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE \_\_\_\_\_

Service ☐ Priority ☐ Regular ☐  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

PH 3/5/96

| REQUEST | TAKEN  | CONFIRMED | APPROVED |
|---------|--------|-----------|----------|
| DATE    | 3/5/96 |           |          |
| TIME    | 10.30A |           | CK No.   |
| BY      | PD     |           |          |

TALK-IN  
Pick Up \_\_\_\_\_

RE:

*Alliance Title & Insurance, Inc.*

96 MAR -5 PM 1:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

|   |  |  |
|---|--|--|
| <input checked="" type="checkbox"/> Capital Express™              |  |  |
| <input checked="" type="checkbox"/> Art. of Inc. File <i>L.C.</i> |  |  |
| <input type="checkbox"/> Corp. Record Search                      |  |  |
| <input type="checkbox"/> Ltd. Partnership File                    |  |  |
| <input checked="" type="checkbox"/> Foreign Corp. File            |  |  |
| <input type="checkbox"/> ( ) Cert. Copy(s)                        |  |  |
| <input type="checkbox"/> Art. of Amend. File                      |  |  |
| <input type="checkbox"/> Dissolution/Withdrawal                   |  |  |
| <input type="checkbox"/> C U S-                                   |  |  |
| <input type="checkbox"/> Fictitious Name File                     |  |  |
| <input type="checkbox"/> Name Reservation                         |  |  |
| <input type="checkbox"/> Annual Report/Reinstatement              |  |  |
| <input type="checkbox"/> Reg. Agent Service                       |  |  |
| <input type="checkbox"/> Document Filing                          |  |  |
| <input type="checkbox"/> Corporate Kit                            |  |  |
| <input type="checkbox"/> Vehicle Search                           |  |  |
| <input type="checkbox"/> Driving Record                           |  |  |
| <input type="checkbox"/> Document Retrieval                       |  |  |
| <input type="checkbox"/> UCC 1 or 3 File                          |  |  |
| <input type="checkbox"/> UCC 11 Search                            |  |  |
| <input type="checkbox"/> UCC 11 Retrieval                         |  |  |
| <input type="checkbox"/> File No.'s, _____ Copies                 |  |  |
| <input type="checkbox"/> Courier Service                          |  |  |
| <input type="checkbox"/> Shipping/Handling                        |  |  |
| <input type="checkbox"/> Phone ( )                                |  |  |
| <input type="checkbox"/> Top Priority                             |  |  |
| <input type="checkbox"/> Express Mail Prep.                       |  |  |
| <input type="checkbox"/> FAX ( ) pgs.                             |  |  |

SUBTOTALS

|                                |    |
|--------------------------------|----|
| FEE.....                       | \$ |
| DISBURSED.....                 | \$ |
| SURCHARGE.....                 | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL.....                  | \$ |
| PREPAID.....                   | \$ |
| BALANCE DUE.....               | \$ |

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts

THANK YOU  
from



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED MAR 0 4 1996

February 28, 1996

ROBERT W. HENDRICKSON, III, ESQ.  
HARRISON, HENDRICKSON, DOUGLASS, ET AL.  
P.O. BOX 400  
BRADENTON, FL 34206-0400

The name ALLIANCE TITLE OF AMERICA, L.C. has been reserved for 120 days beginning February 28, 1996. The reservation number is R96000001057 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 996A00008719

ARTICLES OF ORGANIZATION

FOR

ALLIANCE TITLE OF AMERICA, L.C.

FILED

96 MAR -5 PM 1:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the organizer of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The name of the Company is Alliance Title of America, L.C.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act, or the provisions of these Articles. Subject to the foregoing, the Company shall be dissolved on the happening of either of the following events:

1. Expiration of the term specified above; or
2. By unanimous written agreement of all of the members.

### ARTICLE III

#### Purposes

The Company is created for the purpose of engaging in all lawful businesses authorized for a Limited Liability Company pursuant to Section 608.403 of the Act, including without limitation the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying, and otherwise dealing with real and personal property and all such other activities incidental or useful to the foregoing.

### ARTICLE IV

#### Principal Office

The mailing address and the street address for the principal office of the Company shall be 1206 Manatee Avenue West, Bradenton, Florida 34205.

### ARTICLE V

#### Registered Agent and Office

The initial registered agent for the Company shall be Robert W. Hendrickson, III, and the address of the registered agent for service of process shall be 1206 Manatee Avenue West, Bradenton, Manatee County, Florida 34205.

## ARTICLE VI

### Management of Business

The Company is to be managed by managers. The names and addresses of the initial managers (hereinafter referred to as the "Organizing Members") are as follows:

| <u>Name</u>                | <u>Address</u>   |
|----------------------------|--|
| Gary Carevich              | 2987 Wilderness Blvd. East<br>Parrish, FL 34219              |
| Robert W. Hendrickson, III | 1206 Manatee Avenue West<br>Bradenton, FL 34205              |
| Richard S. McKinlay        | 13391 McGregor Blvd.<br>Ft. Myers, FL 33919                  |
| G. Dale Monson             | 3010 Wilderness Blvd. West<br>Parrish, FL 34219              |
| Michael T. Ruffino         | 6210 Manatee Avenue West<br>Suite 203<br>Bradenton, FL 34209 |

The managers of the Company will be elected annually by the Organizing Members. The Organizing Members may increase and decrease the number of managers from time to time provided, however, there shall never be more than nine (9) managers or less than five (5) managers. The managers are not required to be members of the Company.

## ARTICLE VII

### Admission of Additional Members

Additional members may be admitted only by the majority vote of the Organizing Members upon terms and conditions established by the Organizing Members from time to time in their sole discretion.

## ARTICLE VIII

### Continuation of Business

The remaining members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member, or upon the occurrence of any other event which terminates the continued membership of a member of the Company, all as more fully set forth in the Regulations.

## ARTICLE IX

### Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

## ARTICLE X

### Property

(a) Ownership. All property originally paid or transferred to the Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise, shall be the property of the Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

(c) Conveyances. The managers are hereby authorized to convey and encumber title to all real and personal property of the Company by the execution on behalf of the Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases,

conveyance documents, and all other certificates, instruments, and documents as are necessary, reasonable, or desirable to convey or encumber title to any real or personal property whatsoever. Such execution shall be made by any manager duly authorized to act for the Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of the Company, and that the manager is signing on behalf of the Company.

#### ARTICLE XI

##### Amendments

These Articles may be amended or restated at any time by the unanimous vote of the Organizing Members, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

#### ARTICLE XII

##### Regulations

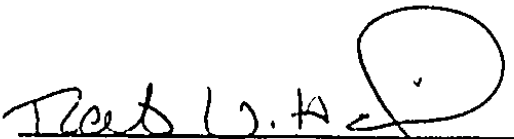
Regulations shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Regulations may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Regulations shall be set forth in the Regulations.

ARTICLE XIII

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by its managers, and no member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such member is also a manager.

IN WITNESS WHEREOF, the undersigned organizer of Alliance Title of America, L.C., has executed these Articles of Organization this 4<sup>TH</sup> day of March, 1996.

  
ROBERT W. HENDRICKSON, III

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of March, 1996, by Robert W. Hendrickson, III, who is personally known to me and who did not take an oath.

  
Signature of Person Taking Acknowledgement

JENNIFER L. LEIGH  
Name of Acknowledgor Typed, Printed or Stamped

My commission expires:



JENNIFER L. LEIGH  
My Comm Exp. 12/22/97  
Bonded By Service Inc  
No. CC338048  
(1) Personal (1) Notary



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED

STATE OF FLORIDA

96 MAR -5 PM 1:35

COUNTY OF MANATEE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Robert W. Hendrickson, III, who, being first duly sworn, deposes and says that:

1. Affiant is a member of Alliance Title of America, L.C., a Florida Limited Liability Company.
2. Alliance Title of America, L.C., has at least two (2) members.
3. The amount of current and anticipated capital contributions to the Company made or to be made by the members is \$5,000.00, all of which shall be made in cash.
4. Further Affiant sayeth not.

  
ROBERT W. HENDRICKSON, III

1/16 The foregoing instrument was acknowledged before me this day of March, 1996, by Robert W. Hendrickson, III, who is personally known to me and who did take an oath.

  
Signature of Person Taking Acknowledgement

JENNIFER L. LEIGH  
Name of Acknowledgor Typed, Printed or Stamped

My commission expires:



JENNIFER L. LEIGH  
My Comm Exp. 12/22/97  
Bonded By Service Ins  
No. CC338048  
J. Leigh  
J. Leigh

FILED

CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE OF REGISTERED AGENT

96 MAR -5 PM 1:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated therein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

  
ROBERT W. HENDRICKSON, III

DATED: MARCH 4, 1996

# L96000000250

HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.  
ATTORNEYS AT LAW

1206 Manatee Avenue West  
Bradenton, Florida 34205-7597  
(941) 746-1167

40 South Pineapple Avenue  
Sarasota, Florida 34236-5732  
(941) 952-0337

DAVID S. BICKER  
ANNE S. FLETCHER DOUGLASS  
JAMES D. DYI  
DARRIN A. GILLET  
GEORGE H. HARRISON  
G. JOSEPH HARRISON  
THOMAS W. HARRISON  
ROBERT W. HENDRICKSON, III  
W. NELSON KIRKLAND



August 7, 1996

via Federal Express

Professional Insurance Consulting Services  
Attn: Keri  
225 S. Gadsden Street  
Tallahassee, FL 34301

Re: Alliance Title of America, Inc.

Dear Keri:

After I sent you the Articles of Incorporation yesterday, it occurred to me that the Department of State will probably not accept the Articles for filing because we have previously filed another entity named "Alliance Title of America, L.C.". Therefore, I enclose a Certificate of Amendment changing the name of that entity to "Alliance Title Holding Company, L.C.". If you file this Certificate of Amendment first, the Department should have no problem filing the Articles of Incorporation immediately thereafter. My firm check in the amount of \$105.50 is enclosed to cover the cost of filing the Certificate of Amendment and obtaining a certified copy thereof.

Should you have any questions regarding the enclosed, please do not hesitate to give me a call. Otherwise, it will be greatly appreciated if you would let me know as soon as the Certificate of Amendment and Articles of Incorporation have been filed with the Department of State.

Very truly yours,  
HARRISON, HENDRICKSON, DOUGLASS  
& KIRKLAND, P.A.

Robert W. Hendrickson, III

RWH:pg  
Enclosure

cc: Gary Carevich, via Fax  
Mike Ruffino, via Fax

FILED  
96 AUG 14 9:00  
Please Reply to  
Post Office Box 400  
Bradenton, Florida 34206-0400  
Fax (941) 746-9229

RECEIVED  
96 AUG 14 AM 9:00  
DIVISION OF CORPORATIONS

400001928944  
-08/21/96--01094--013  
\*\*\*\*105.50 \*\*\*\*105.90

Will Wait

8/14

DRK Bob L

Robert W. Hendrickson, III

53.00

52.50  
125.50

CERTIFICATE OF AMENDMENT

TO

ARTICLES OF ORGANIZATION

FOR

ALLIANCE TITLE OF AMERICA, L.C.

Pursuant to Section 608.411, Florida Statutes (1995), the undersigned Member of Alliance Title of America, L. C., certifies to the following for the purposes of amending the Articles of Organization for Alliance Title of America, L.C.:

1. The name of the limited liability company is Alliance Title of America, L.C.

2. The Articles of Organization for Alliance Title of America, L.C., were filed with the Florida Department of State on March 5, 1996, document number L96000000250.

3. Article I of the Articles of Organization for Alliance Title of America, L.C., is amended to show that the name of the Company shall hereafter be ALLIANCE TITLE HOLDING COMPANY, L.C.

IN WITNESS WHEREOF, the undersigned Member of Alliance Title of America, L.C., has executed this Certificate of Amendment this 7<sup>TH</sup> day of August, 1996.

Robert W. Hendrickson, III  
Robert W. Hendrickson, III--Member

State of Florida  
County of Manatee

Sworn and Subscribed before me this 7 day of August, 1996.

Pamela J. Grove  
Notary Public

My Commission Expires: 2-9-2000

