

L96000000322

Albert C. Werly
Attorney at Law

6641 • Central Avenue, St. Petersburg, FL 33710
PB (813) 381 • 0000
PAX (813) 345 • 0903

March 14, 1996

Secretary of State
State of Florida
409 - Gaines Street
Tallahassee, FL 32399

000001758640
-03/26/96--01169--019
****346.25 ****346.25

000001745690
-03/15/96--01148--001
****250.00 ****250.00

attn: Division of Corporations:

Enclosed please find a proposed Limited Liability Corporation together with the affidavit required by Florida Statutes and my check in the amount of \$250.00 filing fee.

I trust the enclosed meet with your approval for filing and thank you for your many courtesies and assistance.

Sincerely,

Albert C. Werly

W96-6047

MAR 20 1996 BSB

686,615

96 MAR 22 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

APC
3:22 PM



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 20, 1996

ALBERT C. WERLY ATTORNEY AT LAW
6641 CENTRAL AVENUE
ST. PETERSBURG, FL 33710

SUBJECT: USWPL, L.L.C.
Ref. Number: W96000006047

We have received your document for USWPL, L.L.C. and check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 696A00012820

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: USWPL, L.C.
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check for :

☐ \$285.00
Filing Fee
& Registered
Agent designation

☐ \$293.75
Filing Fee,
Registered Agent
Designation &
Certificate

☐ \$337.50
Filing Fee,
Registered Agent
Designation &
Certified Copy

☒ \$346.25
Filing Fee,
Registered Agent
Designation,
Certified Copy &
Certificate

FROM: ALBERT C. WERLY
Name (Printed or typed)

6641 CENTRAL AVE
Address

ST PETERSBURG FL 33710
City, State & Zip

(813) 381-0000
Daytime Telephone number

RECEIVED
96 MAR 22 AM 10:03
DIVISION OF CORPORATION

will
11/11/96
R96-6047

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION
OF
USWPL, L.C.

FILED
96 MAR 22 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, who intend to form and create a Limited Liability Company, as defined in Section FS: 608.407 State of Florida., do hereby state and certify the following:

1. **NAME OF LIMITED LIABILITY COMPANY.** The name of the Limited Liability Company shall be: USWPL, L.C.
2. **LOCATION OF COMPANY OFFICE.** The registered office of the company is located at 6641 Central Avenue, St. Petersburg, FL 33710. The registered agent of the company is:

ALBERT C. WERLY
6641 Central Avenue
St. Petersburg FL 33710
3. **PURPOSE OF COMPANY.** The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under FS 608, Statutes of the State of Florida.
4. **DURATION OF COMPANY.** The company shall have a duration of two years.
5. **UNITS OF OWNERSHIP.** The maximum number of units of equity ownership which the company is authorized to have outstanding is four (4). Names and addresses of managing members are:

THE LOBBENBERG CHARITABLE
REMAINDER UNITRUST
6641 Central Avenue
St. Petersburg FL 33710

-AND-

THE WERLY CHARITABLE
REMAINDER UNITRUST
6641 Central Avenue
St. Petersburg FL 33710

The right is hereby given to the existing members to admit additional members by unanimous agreement with all existing members. Said additional members' interest shall be in direct proportion to the contribution of such new member as the same relates to the contribution made by existing members.

The right is hereby given to the remaining members of this company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

6. INDEMNIFICATION.

(A) 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 interests 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. The termination 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 interests of the company.

(B) The foregoing indemnification shall not apply in the case of action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification and shall nonetheless apply if, in view of all the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

7. The management of this limited liability corporation is reserved to the members.

SUBSCRIBED this 14th day of March, 1996

THE WERLY CHARITABLE REMAINDER UNITRUST

by

Albert C. Werly, Trustee


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

USWPL, 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 \$ _____.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 200,000.00.
- 5) the total amount of 2, 3, and 4 is \$ 200,000.00.




Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Sworn to and subscribed before me this 14th day of March, 1996, by ALBERT C. WERLY making statement.

Albert C. Werly is well known personally to me.



Notary



DEBORAH S. PATTERSON
My Comm Exp. 8/02/99
Bonded By Service Ins
No. CC485620

☒ Personally Known ☐ Other I.D.

**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 THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

USWPL, L.C.

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

ALBERT C. WERLY

(Name)

6641 CENTRAL AVENUE

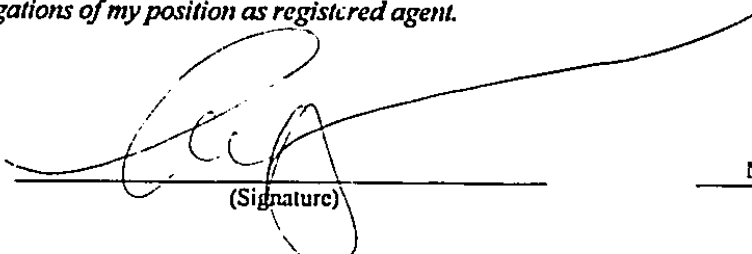
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

ST PETERSBURG FL 33710

(City/State/Zip)

FILED
96 MAR 22 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature)

March 14, 1996

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent