

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

L96000001023

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DEVIN G. KNOWLTON
DOUGLAS A. LOCKWOOD, III
M. CRAIG MABLEY
PETER J. MURSON
CORNEAL B. MYERS
CORNELIUS B. MYERS, III
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WINTER HAVEN, FLORIDA 33884 7000

141 5TH STREET, NW, SUITE 200
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PLEASE REPLY TO:

Lakeland
September 24, 1996

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
05 SEP 26 AM 9:35

Secretary of State
Limited Liability Division
Post Office Box 6327
Tallahassee, Florida 32314

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-10/01/96-01170-016
0000337.50 0000337.50

RE: John J. Coffey and Associates, L.C.

Dear Sir or Madam:

Enclosed please find the following documents for filing with the Secretary of State:

1. Articles of Organization of John J. Coffey and Associates, L.C. (check in the amount of \$337.50 for the filing fee and a certified copy);
2. Affidavit of Membership and Contributions;
3. Regulations of John J. Coffey and Associates, L.C., a Florida Limited Liability Company; and
4. Statement Designating Registered Agent and Office and Acceptance of Registered Agent (check in the amount of \$35.00 for the filing fee).

Kindly acknowledge receipt of these documents by date stamping the enclosed copy of this letter and return to our office in the envelope provided and, if you have any questions, please contact our office at the above-given Lakeland telephone number.

Thank you for your assistance in this matter.

Sincerely,

Sandy O'Connell

Sandy O'Connell
Secretary to Abel A. Putnam

5/1
9/30

Encl
cc: Eugene Palm (w/encl - two copies)

**ARTICLES OF ORGANIZATION
OF
JOHN J. COFFEY AND ASSOCIATES, L.C.**

SECRETARY OF STATE
CORPORATION
NOV 23 11 53 AM '68

**ARTICLE I
Name and Principal Place of Business**

The name of this limited liability company is John J. Coffey and Associates, L.C.; the physical address of its principal office is 2729 Oakland Avenue South, Lakeland, Polk County, Florida, 33803; and its mailing address is 2729 Oakland Avenue South, Lakeland, Polk County, Florida, 33803.

**ARTICLE II
Purposes**

This limited liability company is organized for the purpose of and shall have the power to engage in any activity or business authorized under the Florida Statutes and, 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.

**ARTICLE III
Management and Exercise of Powers**

Management of this limited liability company is reserved to its members whose names and addresses are as follows:

John J. Coffey
803 Hallowell Circle
Orlando, Florida 32828

Eugene M. Palm
1968 Vista View Drive
Lakeland, Florida 33813

The powers of this limited liability company shall be exercised by or under the authority of, and the business and affairs shall be managed under, the direction of the members of this limited liability company.

This Article may be amended from time to time in the regulations of this limited liability company by unanimous vote of the members.

ARTICLE IV
Duration

Except as provided below, this limited liability company shall exist in perpetuity or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

Upon the death, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in this limited liability company, this limited liability company shall be dissolved except upon consent of all remaining members.

ARTICLE V
Membership

New members of this limited liability company may only be admitted upon unanimous consent. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

A member's interest in this limited liability company may not be sold, assigned, transferred, or conveyed without unanimous written consent of all members, and an assignee of an interest in this limited liability company may become a member only upon consent of all existing members.

ARTICLE VI
Capital Contributions

Capital contributions in the amount of Five Thousand and No/100 Dollars (\$5,000.00) shall be paid in cash to this limited liability company by the members in equal shares.

Additional contributions will be made as required and as determined by unanimous consent of the members and will be made in equal shares.

ARTICLE VII
Profits and Losses

A. **Profits.** After payment of the expenses of this limited liability company, each member shall be entitled to a distributive share of the profits of this limited liability company in accordance with an agreed upon formula or, in the absence of such formula, in proportion to each members' then outstanding contributed and not returned capital. The distributive share of the profits shall be determined and paid to the members by December 31st of each year.

B. **Losses.** Any losses which occur in the operation of this limited liability company shall be paid from the profits and capital of this limited liability company or, if the profits and capital are not sufficient to pay for these losses, by the members in proportion to their capital accounts.

ARTICLE VIII
Initial Registered Office and Registered Agent

The street address of the initial registered office of this limited liability company is 2729 Oakland Avenue South, Lakeland, Polk County, Florida, 33803, and the name of the initial registered agent of this limited liability company at that address is Eugene M. Palm.

ARTICLE IX
Amendments

This limited liability company reserves the right to amend or repeal any provisions contained in this Articles of Organization or any amendment thereto upon an affirmative majority vote of the members of this limited liability company.

IN WITNESS WHEREOF the undersigned, being the original members of this limited liability company, certifies that this instrument constitutes the Articles of Organization of John J. Coffey and Associates, L.C.

Executed this 20th day of September 1996.

Signed, sealed and delivered in the presence of:

[Signature]
Witness Signature
Print Name: Danes Taylor

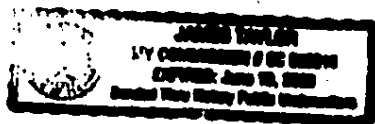
[Signature]
John J. Coffey

[Signature]
Witness Signature
Print Name: Lizette Thompson

[Signature]
Eugene M. Palm

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on the 20th day of September, 1996, by John J. Coffey and Eugene M. Palm, who [] are personally known to me or who [] produced FL DL as identification.



[Signature]
Notary Public

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ORANGE
CLERK OF COUNTY COMMISSIONERS
SEP 25 11 09 36

STATE OF FLORIDA
COUNTY OF ORANGE

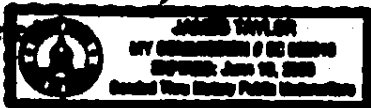
BEFORE ME, the undersigned authority, personally appeared John J. Coffey and Eugene

M. Palm (the "Affiliants") who on their oath depose and say:

1. This Affidavit is given in compliance with § 608.407(2), Florida Statutes.
2. The limited liability company, John J. Coffey and Associates, L.C., has at least two members.
3. The total amount of cash contributed by the members is Five Thousand and No/100 Dollars (\$5,000.00).
4. There is no property other than cash to be contributed by the members.
5. The total amount of cash or property anticipated to be contributed by the members, including the amount set forth in paragraph 3, is Five Thousand and No/100 Dollars (\$5,000.00).

DATED this 21st day of September, 1996.

Signed, sealed and delivered
in the presence of:



James Taylor
Witness Signature
Print Name: James Taylor

John J. Coffey
John J. Coffey

Lizette Thompson
Witness Signature
Print Name: Lizette Thompson

Affidavit of Membership and Contributions

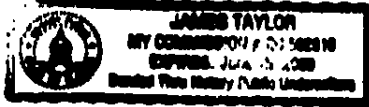
Signed, sealed and delivered
in the presence of:

[Signature]
Witness Signature
Print Name: James Taylor

[Signature]
Eugene M. Palm

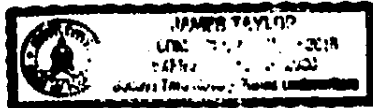
[Signature]
Witness Signature
Print Name: Lizette Thompson

Sworn to and subscribed before me this 27th day of September, 1996, by
John J. Coffey, who [] is personally known to me or who [] produced
[Signature] as identification.



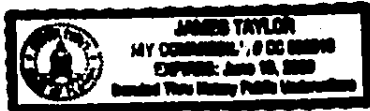
[Signature]
Notary Public

Sworn to and subscribed before me this 27th day of September, 1996, by
Eugene M. Palm, who [] is personally known to me or who [] produced
[Signature] as identification.



[Signature]
Notary Public

2000:amp/K11196.AMC



**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE
AND ACCEPTANCE OF REGISTERED AGENT**

FILED STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 9:59

STATE OF FLORIDA
COUNTY OF ORANGE

Pursuant to the provisions of Section 608.415, Florida Statutes, John J. Coffey and Associates, L.C., a Florida limited liability company, submits the following statement designating its registered office and registered agent in the State of Florida:

The name of the registered agent is Eugene M. Palm and the street address of the company's principal office where the agent is located is 2729 Oakland Avenue South, Lakeland, Polk County, Florida, 33803.

ACKNOWLEDGEMENT

I, Eugene M. Palm, am the individual above named to accept service of process for the above-stated limited liability company at the address designated in this Statement. I hereby accept this appointment 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 20th day of September, 1996.

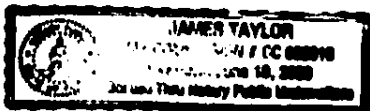
Signed, sealed and delivered
in the presence of:

James Taylor
Witness Signature
Print Name: James Taylor

Eugene M. Palm
Eugene M. Palm

Uzette Thompson
Witness Signature
Print Name: Uzette Thompson

The foregoing instrument was acknowledged before me on the 20th day of September, 1996, by Eugene M. Palm, who [] is personally known to me or who [] produced FL DL as identification.



James Taylor
Notary Public

**REGULATIONS OF JOHN J. COFFEY AND ASSOCIATES, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I

Member's Interest in Company

Section 1. Certificates of Membership Interest. The company shall have the power to issue certificates of membership interest in registered form representing ownership of an interest in the company ("certificates"). The denominations of the certificates shall correspond to the amount of capital contributed by the member to the company. The certificate shall be transferable or interchangeable on presentation at the principal office of the company, properly endorsed or accompanied by an instrument of transfer and executed by the member or his or her authorized attorney, together with payment of any tax or governmental charge imposed upon the transfer of certificates. The company shall replace any mutilated, lost, stolen, or destroyed certificate on proper identification, indemnity satisfactory to the company and payment of any charges incurred in the replacement. On a return of all or any portion of the capital of the company contributed by a member holding a certificate, the member shall surrender the certificate or certificates for appropriate adjustment prior to receipt of his or her capital contribution.

Section 2. Transfer of Member's Interest. An interest of a member in the company may be transferred or assigned with unanimous consent of all members and by (a) transfer of a certificate, if certificates have been issued by the company, or (b) by any manner sufficient to transfer personal property under applicable law. Unanimous written consent of all members is required prior to the admission of additional members. In the event all of the other members of the company other than the member proposing to dispose of his or her interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the

interest of the member shall have no right to participate in the management of the business and affairs of the company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

ARTICLE II **Meetings of Members**

Section 1. Annual Meeting. The annual meeting of the members of this company shall be held at 10:00 a.m. on the first day of January of each year at the principal office of this company or at such other time and place designated by resolution of the members. The annual meeting shall be for the purpose of electing the managing members and for transacting all business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members, for any purpose or purposes, unless prescribed by statute or by the Articles of Organization of the company, shall be held when requested in writing by the holders of not less than thirty percent (30%) of the then existing contributed capital of the company.

Section 3. Place. Meetings of the members shall be held at the principal place of business of the company or at such other place as may be designated by resolution of a majority of the members.

Section 4. Notice. Notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered no less than ten (10) and not more than sixty (60) days before the meeting either personally or by first class mail to each member entitled to vote at the meeting. If mailed, such notice shall

be deemed delivered when deposited in the United States Mail addressed to the member at his/her address as it appears on the books of the company.

Section 5. Action by Written Consent. Any matter on which the members are authorized to take action under law, the Articles of Organization or these Regulations may be taken by the members without a meeting assembled if written consents to the action by the members are signed by the members entitled to vote on the action at a meeting and who hold a majority in interest of the members (as defined in Section 7 of this Article) or any greater ownership interest in the company as may be required by law, by the Articles of Organization or by these Regulations.

Section 6. Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment a new record date for the adjourned meeting is fixed by a majority in interest of the members, a notice of the adjourned meeting shall be given as provided in this Article to each member of record on the new record date entitled to vote at such meeting.

Section 7. Member Quorum and Voting. The holders of a majority of the then outstanding contributed and not returned capital of the company ("majority in interest of the members") entitled to vote, represented in person or by written consent, shall constitute a quorum at a meeting of members, except as otherwise prescribed by law or by the Articles of Organization of the company. All members present in person or represented by written consent

at the meeting may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum except as prescribed by law or the Articles of Organization. If the quorum is present, the affirmative vote of a majority in interest of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless otherwise provided by law these Regulations or the Articles of Organization of the company.

Section 8. Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment or postponement of any meeting of members, or in order to make a determination of members for any other proper purpose, the date on which notice of the meeting is mailed shall be the record date for the determination of members.

ARTICLE III **Management**

Section 1. Managers. The management of this company is reserved to its members, whose names and addresses are as follows:

John J. Coffey
803 Hallowell Circle
Orlando, Florida 32828

Eugene M. Palm
1968 Vista View Drive
Lakeland, Florida 33813

In the event new members are admitted, the managing members shall be appointed by the vote of a majority of the then outstanding contributed and not returned capital of the company entitled to vote.

Section 2. Powers. The managing members, as set forth above, shall, acting jointly, have the right, power, and authority to bind the company and exercise all powers provided by law including, but not limited to: (a) contracting debts; (b) borrowing money in the name of

the company or utilizing collateral owned by the company as security for loans; (c) purchasing, selling, assigning, pledging, mortgaging, or otherwise encumbering company property, real, personal or mixed; and (d) assigning, transferring, pledging, compromising or releasing the claims or debts due the company.

Section 3. Transfer of Company Property. Real or personal property owned or purchased by the company shall be held, and conveyances shall be made, in the name of the company. All instruments and documents providing for the acquisition, disposition, or mortgaging of company property shall be valid and binding upon the company when executed by the managing members set forth above.

Section 4. Compensation. The members shall have the authority to approve the reasonable compensation to be paid to any member for the services actually rendered to the company. The members may, by resolution, reimburse all members for actual expenses incurred in attending member meetings or conducting the business of the company.

Section 5. Indemnification. The company may indemnify to the fullest extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is a member of the company or was serving at the request of the company.

ARTICLE IV **Fiscal Matters**

Section 1. Capital Account. Each member shall have a capital account which shall be increased by:

(a) the amount of money and the fair market value of property, net any liabilities assumed by the company, contributed by that member to the company; and

(b) the amount of any company income and gain allocated to that member; and shall be decreased by; and

(c) the amount of money and the fair market value of property, net any liabilities assumed by that member, distributed to that member by the company; and

(d) allocations to that member of company expenditures that are not deductible in computing the company's taxable income and are not capital expenditures; and (e) allocations to him or her of company loss and deduction.

A member shall not be entitled to any part of his or her capital account or to receive any distribution from the company, except as may be authorized by the members or until the full and complete winding up and liquidation of the business and affairs of the company. No member shall be entitled or required to make any capital contributions to the company other than as provided in these Regulations or the Articles of Organization of the company. No interest shall be paid on the initial or any subsequent capital contribution to the company.

Section 2. Profits and Losses. An individual income account shall be maintained for each member. The net profits or losses of the company, after providing for the expenses of the company, shall be distributed or charged as the case may be to each of the members according to a formula agreed upon by unanimous consent of the members or, in the absence thereof, in accordance with their pro rata interest in the company as determined with reference to their respective capital accounts. Profits and losses shall be credited or debited to the individual income accounts as soon as practical after the close of each fiscal year, or otherwise, as may be

agreed to by the members. If there is no balance in a member's income account, the loss shall be debited to the member's capital account. If the capital account of a member shall have been depleted by the debiting of losses, future profits allocable to that member shall not be credited to his or her income account until the capital account depletion shall have been made up, but shall be credited instead to that member's capital account until the depletion is made up and, after the depletion shall have been made up, future profit allocations shall be made to that member's income account.

Section 3. Distributions. Available cash shall be distributable to the members from their income accounts in accordance with the agreed upon formula referred to in Section 2 above or in proportion to their respective then existing nonreturned, contributed capital. Available cash is (i) that sum of cash resulting from business operations, less (ii) all cash expenditures and less any amount which the managing members may reasonably determine to be necessary as a reserve for operating expenses or contingencies. Distributions of available cash, if any, shall be made no less often than annually.

Section 4. Loans. Loans may be made by the members in the amounts and at such terms as may be approved by resolution of the members. No loan shall be considered a contribution to capital.

ARTICLE V

Financial Statements and Books

Adequate books of account of the company shall be maintained which shall record and reflect all of the capital contributions of the members to the company and all of the income, expenses and the transactions of the company. These books of account shall be kept at the principal place of business of the company and each member or each member's authorized

representative shall have at reasonable times free access to and the right to inspect and copy the books of account and all records of the company. All income tax returns and reports shall be prepared and timely filed with the appropriate authorities. Within seventy-five (75) days after the end of each fiscal year, a balance sheet as of the end of that fiscal year, together with related statements of income, member's equity, and changes in financial position shall be provided to the members together with all information necessary for the preparation of a member's federal and state tax returns.

ARTICLE VI **Dissolution and Liquidation**

The company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager or on the credits of any other event which terminates the continued membership of a member in the company, unless the business of the company is continued by the written consent of all the remaining members provided there are at least two remaining members. On the company's dissolution, the members shall appoint a liquidating agent who will proceed to make a full and complete accounting of the assets and liabilities of the company, liquidate the assets of the company, discharge its liabilities, and otherwise wind up the affairs of the company. Any member with a deficit capital account shall be required to restore such deficit to the company. Any assets of the company remaining after liquidation shall then be applied as follows: (a) first to pay and discharge all the company's debts and other liabilities not already satisfied; (b) second to establish a reserve for contingent liability of the company, if any, in an amount agreed to by the members; and (c) lastly, the balance to the members in proportion to their respective positive accounts in accordance with Internal Revenue Service, Department of Treasury Regulations, Section 1.704-1(b)(2)(ii)(b)(2).

ARTICLE VII
Amendments

These Regulations may be altered, amended, added to, or repealed only by an affirmative majority vote of the members at any special meeting of the members if notice of the proposed alteration amendment, addition, or repeal is contained in the notice of the meeting. These Regulations are intended to govern and manage the affairs of the company and no regulations, amended or otherwise, shall be inconsistent with law or the Articles of Organization.

IN WITNESS WHEREOF the preceding constitutes the Regulations of John J. Coffey and Associates, L.C. as adopted this 20th day of September, 1996, by the members of the company, all of whom signed below.

Signed, sealed and delivered
in the presence of:

James Taylor
Witness Signature
Print Name: JAMES TAYLOR

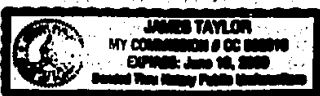
John J. Coffey
John J. Coffey

Lizette Thompson
Witness Signature
Print Name: Lizette Thompson

Eugene M. Palm
Eugene M. Palm

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on the 20th day of September, 1996, by John J. Coffey and Eugene M. Palm, who are personally known to me or who produced JL DL as identification.



James Taylor
Notary Public