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P. Allen Schofield
Mary Anne Spencer
William H. Meeks, Jr.
*Also admitted in the State of Georgia

December 20, 1996

Beth Register
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

RE: ABA ^{National} L.C.

EFFECTIVE DATE
1-1-97

Dear Ms. Register:

As per our conversation this date, enclosed herewith please find the original and one copy of Articles of Organization, Affidavit of Membership and Contributions, and Statement Designating Registered Agent and Office regarding the above named new Limited Liability Company. Please file before December 31, 1996, and show a start date of January 1, 1997.

Also enclosed is our check in the amount of \$352.50 to cover Filing Fee for the three (3) members and certified return copy of same.

Please return certified copy of Articles to:

William H. Meeks, Jr.
Schofield & Spencer, P.A.
1429 60th Ave. W., Suite 300
Bradenton, FL 34207

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Sincerely,

Schofield & Spencer, P.A.

Gwen E. Forbes
Gwen E. Forbes, Legal Asst.

/gf
enclosures

ABA National, L.C.

Conflict
715038

B. REGISTER DEC 30 1996

EFFECTIVE DATE
1-1-92

ARTICLES OF ORGANIZATION

ARTICLES OF ORGANIZATION OF ABA NATIONAL, 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 AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be ^{ABA} NATIONAL, L.C., and its principal office shall be located at 703 60th Street Court East, Suite A, Bradenton, Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

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, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, or 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 property so acquired.

4. To enter into and make all necessary contracts for its business with any other 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, and to perform and carry out, assign, 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 the law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under 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 or 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 the furtherance of any of the powers set forth in 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.

7. The several clauses contained in this statement of the general nature of the 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 III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company 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 the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

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

1. Angie R. Brewer
703 60th Street Court East
Suite A
Bradenton, Florida
2. Brewer Financial Services, Inc.
703 60th Street Court East
Suite A
Bradenton, Florida
3. Ted E. Everitt
703 60th Street Court East
Suite A
Bradenton, Fl.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or in the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

An initial capital contributions in the amount of \$100.00

shall be paid to the limited liability company by the members in the following shares: a) Angie Brewer 90% ; b) Brewer Financial Services 5% ; and c) Ted E. Everitt 5% . Additional contributions will be made as required, as determined by unanimous consent of the members.

ARTICLE VII

PROFITS AND LOSSES

(a) **Profit Sharing.** 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 a share of the profits based on the following percentages: A) Angie Brewer 90% ; b) Brewer Financial Services, Inc. 5%; c) Ted E. Everitt 5% . The distributive share of the profits shall be determined and paid to the members within ninety days of the end of the fiscal year of the company.

(b) **Losses.** All losses that occur in the operation of the limited liability company business 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 the same shares as the division of profits and shall be paid within ninety days of the end of the fiscal year.

ARTICLE VIII

COMMENCEMENT AND DURATION

This limited liability company shall commence existence on January 1, 1997, and shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 703 60th Street Court East, Suite A., Bradenton, Florida 34208, and the name of the company's registered agent at that address is **ANGIE R. BREWER**.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ABA NATIONAL, L.C.

Executed by the undersigned at Bradenton, Florida on this 19th day of December, 1996.


ANGIE R. BREWER


TED E. EVERITT

BREWER FINANCIAL SERVICES, INC.

BY: Mark A. Brune, PRESIDENT/CEO

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)

ss

COUNTY OF MANATEE)

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of ABA NATIONAL, L.C., deposes and says:

1. The limited liability company identified above has at least two (2) members.

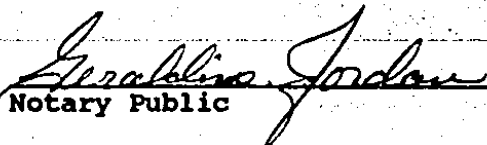
2. The total amount of cash contributed by the members is \$100.00.

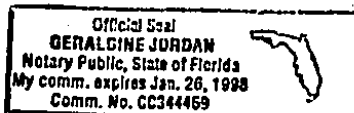
3. If any, the agreed value of property other than cash contributed by the members is \$ 0. A description of the property is attached as Exhibit and made a part of this affidavit.

4. The total amount of cash or property anticipated to be contributed by the members is \$ 100.00. This total includes the amounts from two (2) and three (3) above.


ANGIE R. BREWER

The Foregoing instrument was acknowledged before me this 18 day of DECEMBER, 1996, by ANGIE BREWER, on behalf of ABA NATIONAL, L.C., a limited liability company. She is personally known to me or has produced as identification.


Notary Public



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)

ss

COUNTY OF MANATEE)

Pursuant to the provisions of Sections 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 ABA NATIONAL, L.C.

The name of the registered agent for ABA NATICNAL^{L.C.} is **ANGIE R. BREWER** and the Street address for the company's principal office where the agent is located is 703 60th Street Court East, Suite A, Bradenton, Florida 34208.

This statement is to acknowledge that, as indicated above, ^{L.C.,} ABA NATIONAL, /has appointed me, **ANGIE R. BREWER**, 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 December, 1996.


ANGIE R. BREWER

The foregoing instrument was acknowledged before me this 18th day of December, 1996, by **ANGIE R. BREWER**, agent on behalf of **AIA NATIONAL, L.C.**, a limited liability company. She is personally known to me, or has produced _____ as identification.

Geraldine Jordan
Notary Public

