

L99000000217

Charlie Cooper (Debbie)

Requestor's Name

2414 E. Plaza Drive

Address

Tallahassee, FL 32301-6711

City/State/Zip

Phone #

Office Use Only

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

1. Cooper, Byrne, Blue & Schwartz, LLC
(Corporation Name) (Document #)

2. 00789-00627-00671
(Corporation Name) (Document #)

3. W98-29187
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

98 DEC 29 PM 3:27

SECRET
DIVISION OF CORPORATIONS

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

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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****285.00 ****285.00

Name	Availability
Document	Examiner
Updater	
Updater	Verifier
Acknowledgement	
W. P. Verifier	Examiner's Initials

LAW OFFICES
COOPER, BYRNE & BLUE

D. ANDREW BYRNE †
CHARLES L. COOPER, JR. ††**
WILLIAM W. BLUE
DARREN A. SCHWARTZ

† Also Admitted in Tennessee
†† Also Admitted in Georgia
* Admitted in Tennessee Only
** Board Certified in Tax Law

A PROFESSIONAL ASSOCIATION

2414 EAST PLAZA DRIVE
P.O. Box 13651
TALLAHASSEE, FLORIDA 32317-3651
(850) 671-1111
FAX: 671-2636
WEBSITE: <http://www.cooperbyrne.com>

813 WASHINGTON STREET
PERRY, FLORIDA 32347
(850) 584-3111
FAX: 584-8593

JOHN K. BYRNE*
(1930-1994)

REPLY TO TALLAHASSEE

January 13, 1999

Office of the Secretary of State
Division of Corporations
Gaines Street
Tallahassee, Florida 32301

Via Hand Delivery

Attn: Michelle Hodges

Re: Cooper, Byrne, Blue & Schwartz, LLC

Dear Michelle:

Enclosed please find our revised Articles of Organization for Cooper, Byrne, Blue & Schwartz, LLC. The Articles were originally filed on December 29, 1998, but were then not accepted on December 30, 1998, due to failure to provide the address of the initial Manager. We understand that the Articles were mailed back to us for correction, but the filing fee is being held by you awaiting our revisions. We still have not received the original Articles by mail, so we are hand delivering to you a revised original (see Section 9). We would like to request that the filing date of the Articles remain the original filing date of December 29, 1998.

Your assistance in this matter is greatly appreciated. If you have any questions, please do not hesitate to contact me.

Sincerely,


Charles L. Cooper, Jr.

CLCjr:dat

enclosure

RECEIVED
99 JAN 13 PM 3:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1998

CHARLIE COOPER
DEBBIE
TALLAHASSEE, FL

SUBJECT: COOPER, BYRNE, BLUE & SCHWARTZ, LLC
Ref. Number: W98000029187

We have received your document for COOPER, BYRNE, BLUE & SCHWARTZ, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the names and street addresses of the members or managers of the limited liability company.

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 (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 398A00060979

ARTICLES OF ORGANIZATION
OF
COOPER, BYRNE, BLUE & SCHWARTZ, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), and Chapter 621 of the Florida Statutes (the "Professional Service Corporation and Limited Liability Company Act") for the purpose of forming a Professional Limited Liability Company (within the meaning of Section 621.03(3), Florida Statutes) under the laws of the State of Florida do set forth the following:

1. **NAME.**

The name of the Limited Liability Company is COOPER, BYRNE, BLUE & SCHWARTZ, LLC (hereinafter referred to as the "Company").

1. **PERIOD OF DURATION.**

The period of duration of the Company shall be from the later of January 1, 1999, or the date of filing of these Articles of Organization, until the first to occur of the following:

- (i) The date that is seventy-five (75) years from the date of filing of the Articles of Organization with the Department of State, State of Florida; or
- (ii) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Act; or
- (iii) By the mutual written agreement of a majority in capital interest of the Members.

FILED
STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 3:27

2. **PURPOSE.**

The purpose for which the Company is organized is to engage in and carry on the practice of law in the State of Florida and in such other states as the Company and its attorneys may be qualified to practice law, and all activities incident thereto. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of Chapter 608, Florida Statutes, and Chapter 621, Florida Statutes.

3. **ADDRESS OF PLACE OF BUSINESS.**

The mailing address and the street address of the place of business for the Company is Post Office Box 13651, Tallahassee, Florida 32317-3651. Such address may be changed from time to time as provided in the Operating Agreement.

4. **REGISTERED AGENT.**

The initial registered agent in Florida for the Company is Charles L. Cooper, Jr., and the initial registered office is located at 2414 East Plaza Drive, Tallahassee, Florida 32308.

5. **INITIAL CAPITAL CONTRIBUTIONS.**

The total amount of cash and a description of the agreed value of property other than cash contributed to the Company is as follows: One Thousand and No/100 Dollars (\$1,000.00) in cash and No (\$-0-) in value of other property is being contributed to the Company.

6. **ADDITIONAL CONTRIBUTIONS.**

The total additional contributions, if any, agreed to be made by all Members (as herein defined) and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous

written agreement of the Members, or as otherwise provided in the Operating Agreement, if any, executed by and among the members.

7. **MEMBERS.**

(a) The Company shall have two classes of members. The class of members designated as "Members" shall have all of the rights of members allowed under Chapter 608, Florida Statutes, and Chapter 621, Florida Statutes, and such rights, duties and obligations as may be contained in the Operating Agreement. The following persons are the initial members:

Members: Cooper & Byrne, P.A.

Class A Members: William W. Blue, P.A.
Darren A. Schwartz, P.A.

(b) The class of members designated as "Class A Members" shall be non-equity, non-voting members, and shall have such rights and obligations as may be provided for under the Operating Agreement. Class A Members shall have no right to participate in the management of the Company, and shall have no right, claim or interest in or to its assets or any right (or obligation) to share in its profits or losses except as expressly permitted under the Operating Agreement.

(c) A Class A Member may withdraw from the Company at any time by giving written notice thereof to any Manager. A Class A Member's interest in the Company may be terminated at any time, and for any reason, by the unanimous consent of the Members. In the event of the termination or withdrawal of a Class A Member for any reason, such Class A Member's interest shall terminate, and he shall not be entitled to receive any payment or compensation therefor.

(d) The Company shall at all times have at least two (2) members of any class, and may admit additional Members or Class A Members upon the prior unanimous written agreement of the then existing Members, or as otherwise provided in the Operating Agreement.

8. **CONTINUITY OF BUSINESS.**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or Class A Member, or the occurrence of any other event which terminates the continued membership of a Member or Class A Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

9. **MANAGEMENT.**


Management of the Company is reserved to its Members. The Members may elect a manager in the manner provided in the Operating Agreement. Any such Manager shall have the powers and authority expressly granted under the Operating Agreement. The Initial Manager is: Charles L. Cooper, Jr., as Vice President of Cooper & Byrne, P.A., having its principal offices at 2414 East Plaza Drive, Tallahassee, Florida 32308.

10. **INDEMNIFICATION.**

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any Member or former Member to the full extent permitted under Florida law.

Executed at Tallahassee, Florida, in the 29th day of December, 1998.

**COOPER, BYRNE, BLUE & SCHWARTZ,
LLC, a Florida limited liability company**

BY: 
**CHARLES L. COOPER, JR., as Vice
President for Cooper & Byrne, P.A.,
Managing Member**

**STATE OF FLORIDA
COUNTY OF LEON**

The foregoing instrument was acknowledged before me this 29th day of December, 1998, by Charles L. Cooper, Jr., as Vice President of Cooper & Byrne, P.A., Managing Member, on behalf of the corporation. Charles L. Cooper, Jr., is personally known to me.


NOTARY PUBLIC - STATE OF FLORIDA

(SEAL)

Print, Type or Stamp Name of Notary Public **DEBBA A. TOUCHTON**
MY COMMISSION # **6000078** EXPIRES **April 24, 1999**
BONDED THRU TROY FAIR INSURANCE, INC.