

The Law Offices of Kevin M. Helmich

P.O. Box 5499

Destin, Florida 32540

Kevin M. Helmich*

*also licensed in Illinois

Telephone: (904) 650-4747

Facsimile: (904) 650-4748

February 16, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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-02/18/99-01065-002

*****285.00 ***285.00**

Re: Conerly & Helmich, P.L.L.C.

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Organization, as well as, the Designation of Registered Agent and the Affidavit Declaring Capital Contributions, in regard to the above-referenced P.L.L.C. Also enclosed is a check in the amount of \$285.00 to cover the fee in this respect (\$250.00 filing, \$35.00 Designation of Registered Agent). Upon filing, please return a file stamped copy of the Articles to this office.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



KEVIN M. HELMICH

Attorney at Law

N99-4359

Enclosures: As stated

KMH:cmk

**52
3-10-99**

**FILED
99 MAR 10 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES OF ORGANIZATION

OF

CONERLY & HELMICH, P.L.L.C.

The undersigned subscribers, hereby form a professional limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 621 as follows:

ARTICLE I **NAME**

The name of this limited liability company shall be CONERLY & HELMICH, P.L.L.C.

ARTICLE II **DURATION**

This limited liability company shall have perpetual existence, unless terminated by a majority of the members or pursuant to the provisions hereof.

ARTICLE III **PURPOSE AND POWERS**

This limited liability company is organized for the purpose of conducting a professional law office, together with all actions incident thereto. This limited liability company shall have, but is not limited to, all powers enumerated in Chapter 621 mentioned above.

ARTICLE IV **PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the professional limited liability company is 34851 Emerald Coast Parkway, Suite 100, Destin, Florida 32541, and the mailing address of the professional limited liability company is P.O. Box 5499, Destin, Florida 32540.

ARTICLE V **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 34851 Emerald Coast Parkway, Suite 100, Destin, Florida 32541, and the name of the initial registered agent at that address is Kevin M. Helmich, Esq.

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TALLAHASSEE, FLORIDA

ARTICLE VI
MANAGEMENT

The management will initially consist of two (2) managers, but may be increased by the action of a majority in interest of the members. The names and addresses of the initial managers of the limited liability company are as follows:

Lamar Conerly, Jr.
P.O. Box 5499
Destin, Florida 32540

Kevin M. Helmich
P.O. Box 5499
Destin, Florida 32540

Management shall be by the person above named.

ARTICLE VII
QUORUM

A quorum of the managers consists of over Fifty Percent (50%) of the total number of managers.

ARTICLE VIII
MANAGEMENT ACTION

A majority of the managers of the company entitled to vote, represented in person or by proxy, shall be required for all management action.

ARTICLE IX
COMPENSATION OF MANAGERS

Compensation of management will be determined the vote of a majority in interest of the members.

ARTICLE X
MANAGEMENT MEETINGS

No action by management can be taken without a meeting of the managers or the unanimous written consent of the managers. All regularly scheduled management meetings must be proceeded by at least two (2) days notice of meeting, setting forth the date, time, place and purposed of the meeting unless all managers not properly served with such notice waive such notice in writing.

ARTICLE XI
SPECIAL MEETINGS

All special meetings of the managers must be proceeded by at least two (2) days notice of meeting, setting forth the date, time, place and purpose of the meeting unless all managers not properly served with such notice waive such notice in writing.

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TALLAHASSEE, FLORIDA

ARTICLE XII
INITIAL MEMBERS

The names and addresses of the members of this limited liability company are as follows:

Lamar Conerly, Jr.
P.O. Box 5499
Destin, Florida 32540

Kevin M. Helmich
P.O. Box 5499
Destin, Florida 32540

ARTICLE XIII
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of the members of the company existing at that time.

ARTICLE XIV
MEMBERSHIP MEETINGS

All notices of annual membership meetings must include a detailed description of the purpose or purposes for which the meeting is called.

ARTICLE XV
DISPOSAL OF ASSETS

The sale, lease, exchange or other disposal of all, or substantially all, of the company's property, with or without good will, other than in the usual and regular course of business, must be approved by unanimous vote of the members.

ARTICLE XVI
DISSOLUTION

Upon the death, retirement, resignation, expulsion or dissolution of any member of this professional limited liability company or the occurrence of any other event which terminates the continued membership of a member of the professional limited liability company, the professional limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

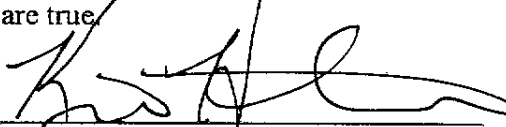
ARTICLE XVII
TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profit and returns of capital contributions, but may not assign any of the rights to participate in the management of the Company.

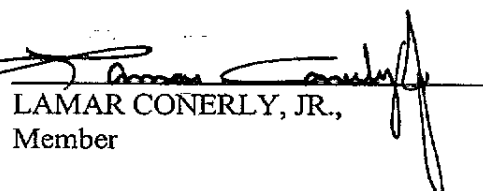
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hands and seals on this the 16th day of February, 1999, for the purpose of forming a professional limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Department of State of Florida these Articles of Organization and certify that the facts herein stated above are true.



KEVIN M. HELMICH,
Member

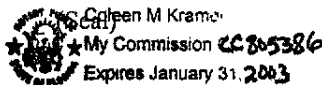


LAMAR CONERLY, JR.,
Member

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared KEVIN M. HELMICH, who produced personally known as identification and who did take an oath, and who is the person who executed the foregoing Articles of Organization and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and official seal this the 16th day of February, 1999.





NOTARY PUBLIC

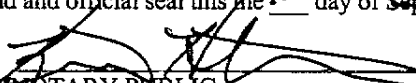
STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared LAMAR CONERLY, JR. who produced personally known as identification and who did take an oath, and who is the person who executed the foregoing Articles of Organization and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and official seal this the 13th day of ~~September~~ February, 1999.

(Seal)





NOTARY PUBLIC

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99 MAR 10 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

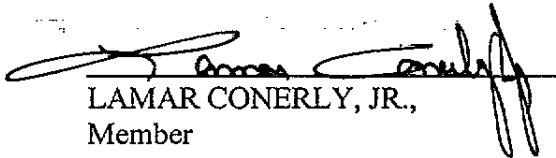
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 621.13 and 608.415, Florida Statutes, the following is submitted:

CONERLY & HELMICH, P.L.L.C., desiring to organize under the laws of the State of Florida with its principal place of business at 34851 Emerald Coast Parkway, Suite 100, Destin, Florida 32541, has named Kevin M. Helmich, Esq. as its agent to accept service of process within the State of Florida and whose address is 34851 Emerald Coast Parkway, Suite 100, Destin, Florida 32541.

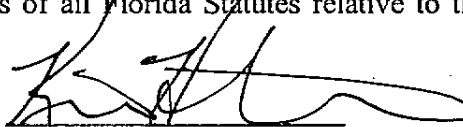


KEVIN M. HELMICH,
Member



LAMAR CONERLY, JR.,
Member

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.



Kevin M. Helmich, Esq.,
Registered Agent


STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared KEVIN M. HELMICH, ESQ., who is personally known to me and who did take an oath, and who is the person who executed the foregoing and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and official seal this the 16th day of February, 1999.

(Seal)


NOTARY PUBLIC

 Coleen M. Kramer
My Commission CC805386
Expires January 31, 2003

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 10 AM 8:33

FILED

**AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS
OF THE MEMBERS OF
CONERLY & HELMICH, P.L.L.C.**

STATE OF FLORIDA
COUNTY OF OKALOOSA

We, the undersigned members of CONERLY & HELMICH, P.L.L.C., after being duly sworn, do depose and state the following:

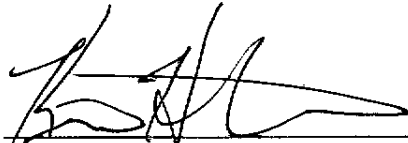
1. There is at least one (1) member of CONERLY & HELMICH, P.L.L.C..
2. Expected capital contributions to CONERLY & HELMICH, P.L.L.C. are as follows:

<u>Description:</u>	<u>Value:</u>
Cash	\$100.00

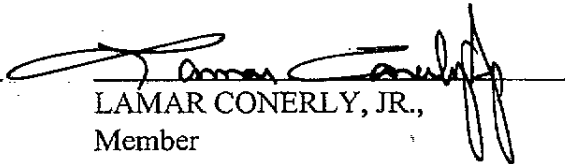
The value of the total expected contributions to CONERLY & HELMICH, P.L.L.C. is One Hundred and no/100's Dollars (\$100.00).

3. There is no contribution of property anticipated other than that listed in paragraph 2 above.
4. Future capital: None at this time.

Further Affiants sayeth not.



KEVIN M. HELMICH,
Member



LAMAR CONERLY, JR.,
Member

FILED
99 MAR 10 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned authority authorized in the State and County aforesaid
by KEVIN M. HELMICH, who is personally known to me and who did take an oath.

IN WITNESS WHEREOF, I have set my hand and official seal this the 16th day of February, 1999.

(Seal)
Caleen M. Kramer
★ My Commission CC805386
Expires January 31, 2003

Caleen M. Kramer
NOTARY PUBLIC

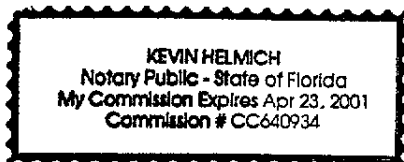
STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned authority authorized in the State and County aforesaid
by LAMAR CONERLY, JR., who is personally known to me and who did take an oath.

IN WITNESS WHEREOF, I have set my hand and official seal this the 13th day of February, 1999.

(Seal)

[Signature]
NOTARY PUBLIC



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99 MAR 10 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA