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Law Office of  
Teresa Byrd Morgan

a Professional Association

302 East Duval Street

Lake City, Florida 32055

April 14, 1999

Teresa Byrd Morgan

Elizabeth A. Martin

Telephone: 904 / 755-1977

Fax: 904 / 755-8781

Department of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

W99-9492  
00189-00511-00471

Re: Bankers and Dealers Insurance L.L.C.

Dear Sir/Madam:

Please find enclosed herewith the original and executed copy of Articles of Organization of Bankers and Dealers Insurance Limited Liability Company. Please file the original Articles of Organization, and return a copy to us. Also enclosed is our firm check in the amount of \$250.00 for the filing fee.

Also, please find enclosed Certificate of Designation of Registered Agent/Registered Office, with our firm check in the amount of \$35.00 for the filing fee.

Thank you.

900002844209--4

-04/19/99-01127-020

\*\*\*\*250.00 \*\*\*\*250.00

Very truly yours,

Elizabeth A. Martin

Elizabeth A. Martin  
For the Firm

EAM/ach  
Enclosures

cc: Mr. Michael Darby

900002844209--4

-04/19/99-01127-021

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Name	Availability
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
U. P. Verifier	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY - 7 AM 8:24



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 21, 1999

ELIZABETH A. MARTIN  
LAW OFFICE OF TERESA BYRD MORGAN  
302 EAST DUVAL STREET  
LAKE CITY, FL 32055

SUBJECT: BANKERS AND DEALERS INSURANCE L.L.C.  
Ref. Number: W99000009492

We have received your document for BANKERS AND DEALERS INSURANCE L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

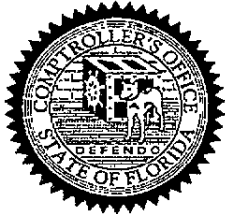
Division of Banking  
Director's Office  
101 E. Gaines St.  
Fletcher Bldg., 6th Floor.  
Tallahassee, FL 32399-0350  
(850) 488-1111.

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: 999A00020869



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

## OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

May 3, 1999

Teresa B. Morgan, Esquire  
Law Offices  
302 East Duval Street  
Lake City, Florida 32055

Dear Ms. Morgan:

Re: "Bankers and Dealers Insurance, L.L.C."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Art Simon - Director  
Division of Banking  
101 East Gaines Street  
Fletcher Building - Sixth Floor  
Tallahassee, FL 32399-0350  
(850) 410-9111

:kr

cc: Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

ARTICLES OF ORGANIZATION OF  
BANKERS AND DEALERS INSURANCE LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Bankers and Dealers Insurance, L.L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

Post Office Box 10  
Live Oak, Florida 32060

1416 North Ohio Street  
Live Oak, Florida 32060

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be:

Perpetual

**ARTICLE IV - Registered Agent:**

The Registered Agent of the Limited Liability Company and the street address of the registered agent is:

Michael M. Darby  
1416 North Ohio Street  
Live Oak, Florida 32060

The written statement accepting appointment as the Registered Agent is attached.

**ARTICLE V - Management:**

The Limited Liability Company is to be managed by a manager and the name and address of the manager is:

First South, Inc.  
1416 North Ohio Street  
Live Oak, Florida 32060

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY - 7 AM 8:24

**ARTICLE VI - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted, subject to manager's approval.

**ARTICLE VII - Members' Right to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company shall be:

The remaining members will have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or any other occurrence that would not allow a member to continue as a member.

**ARTICLE VIII - Limitation on Agency Authority of Members**

Pursuant to section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

**ARTICLE IX - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of Bankers and Dealers Insurance Limited Liability Company certifies:

- (1) the above named limited liability company has at least one member;
- (2) the total amount of cash contributed by the members is \$1,250.00;
- (3) if any, the agreed value of property other than cash contributed by members is: .00;
- (4) the total amount of cash and property contributed and anticipated to be

contributed by members is

1,250.00.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledge them to be my act this 9 day of April, 1999.



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MICHAEL M. DARBY  
President

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: \_\_\_\_\_

Bankers and Dealers Insurance, L.L.C.

2. The name and the Florida street address of the registered agent and registered office are: \_\_\_\_\_

Michael M. Darby  
1416 North Ohio Street  
Live Oak, Florida 32060

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.

  
\_\_\_\_\_  
MICHAEL M. DARBY  
Registered Agent