

L 99 0000006315
GRACE & COUSE, P.A.

ATTORNEY AT LAW
941/334-0814
941/334-8173 (FAX)

A. DOUGLAS GRACE, JR.
E. G. COUSE (1941-1994)

2135 COTTAGE STREET
FORT MYERS, FLORIDA 33901-3614

August 26, 1999

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-08/30/99--01127--014
*****337.50 *****337.50

Re: Articles of Organization of P.E.O. Services, L.C.

Dear Sir/Madam:

Enclosed please find Articles of Organization for P.E.O. Services, L.C.

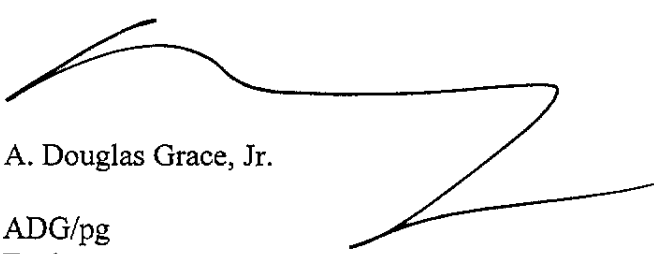
Please certify the Articles of Incorporation and forward same to this office.

I have enclosed my client's check in the amount of \$337.50 to cover the filing fee, certified copy fee and registered agent fee.

Thank you for your attention to this matter.

Sincerely,

GRACE & COUSE, P.A.


A. Douglas Grace, Jr.

ADG/pg
Enclosures

cc: Client

RUKE/PEOServices,LC/State.ltr

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

59 SEP 30 PM 3:36

FILED

W99-20639



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 7, 1999

A. DOUGLAS GRACE, JR.
GRACE & COUSE, P.A.
2135 COTTAGE STREET
FORT MYERS, FL 33901-3614

SUBJECT: P.E.O. SERVICES, L.C.
Ref. Number: W99000020639

We have received your document for P.E.O. SERVICES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 399A00044225

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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GRACE & COUSE, P.A.

ATTORNEYS AT LAW

941/334-0811

941/334-8173 (FAX)

A. DOUGLAS GRACE, JR.
E. G. COUSE (1941-1994)

2135 COTTAGE STREET
FORT MYERS, FLORIDA 33901-3614

September 29, 1999

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Organization of P.E.O. Services, L.C.
Reference Number: W99000020639

Dear Sir/Madam:

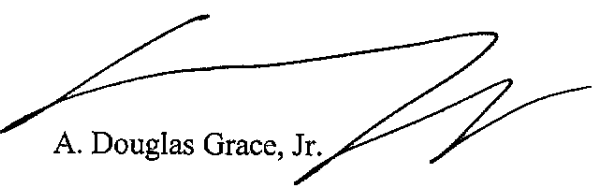
Pursuant to your letter of September 7, 1999, a copy of which is enclosed, I am returning herewith the original Articles of Organization for P.E.O. Services, L.C. together with the Affidavit executed by M. Thomas Ruke, Jr. a member of the limited liability company.

The letter also required that the entity's complete mailing address be reflected in the Articles of Organization. You will find this information in Article I.

Trusting the above is satisfactory, I am

Sincerely,

GRACE & COUSE, P.A.


A. Douglas Grace, Jr.

ADG/pg
Enclosures

RUKE/PEOServices,LC/State2.ltr

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
P.E.O. SERVICES, L.C.**

The undersigned, for the purposes of forming a limited liability company under Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be P.E.O. SERVICES, L.C. ("Company"). The principal place of business of the Company in Florida shall be 3443 Hancock Bridge Parkway, Suite 102, North Fort Myers, FL 33903.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than thirty (30) years, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to own an interest in an employee leasing business and to provide other services to persons in the employee leasing business, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is M. Thomas Ruke, Jr., 13128 Langton Court, Fort Myers, FL 33913.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is M. Thomas Ruke, Jr., 3443 Hancock Bridge Parkway, Suite 102, Fort Myers, Florida 33903.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 18th day of August, 1999.



KATE KRASKA
My Comm Exp. 2/16/2001
Bonded By Service Ins
No. CC621930
☐ Personally Known ☐ Other I.D.


M. Thomas Ruke, Jr.


Jeff Klopstad

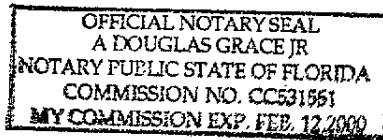
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CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared M. THOMAS RUKE, JR. to me well known to be an organizer of the above limited liability company and who subscribed the above Articles of

Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand affixed my official seal this 18 day of August, 1999.



(Notarial Seal)

Notary Public

Print Name: A. Douglas Grace Jr.

Commission No. _____

Commission Expires: _____

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared JEFF KLOPSTAD to me well known to be an organizer of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand affixed my official seal this 18 day of August, 1999.



(Notarial Seal)

KATE KRASKA
My Comm Exp. 2/16/2001
Bonded By Service Ins
No. CC621930
☐ Personally Known ☐ Other I.D.

Notary Public

Print Name: KATE KRASKA

Commission No. CC621930

Commission Expires: 2/16/2001

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of PE. SERVICES, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

M. Thomas Ruke, Jr.
Registered Agent

EXHIBIT "A"

| NAME | CASH OR PROPERTY |
|----------------------------|-------------------------|
| <u>M. Thomas Ruke, Jr.</u> | <u>\$27,500.00 cash</u> |
| <u>Jeff Klopstad</u> | <u>\$2,500.00 cash</u> |

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

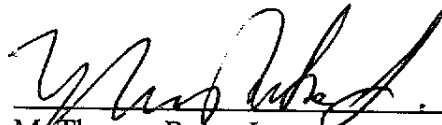
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared M. THOMAS RUKE, JR., who after being duly sworn, deposes and says:

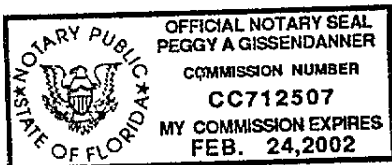
1. That I am a member of the limited liability company to be known as P.E.O. Services, L.C. and have personal knowledge of the matters contained herein.
2. That the limited liability company has at least one member.
3. That the actual amount of cash contributions made by the members of the limited liability company is as follows: M. Thomas Ruke, Jr. - \$27,500.00 and Jeff Klopstad - \$2,500.00.
4. That no other property other than cash has been contributed to the limited liability company.
5. The total amount of cash anticipated to be contributed by the members of the limited liability company is as follows: M. Thomas Ruke, Jr. - \$27,500.00 and Jeff Klopstad - \$2,500.00.
6. This affidavit is given pursuant to Section 608.402(2), Florida Statutes.

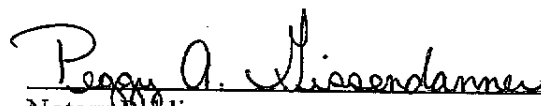
Further Affiant saith naught.


M. Thomas Ruke, Jr.

SWORN TO and subscribed before me this 21st day of September, 1999, by M. Thomas Ruke, Jr., who is personally known to me.

(Notarial Seal)




Notary Public
Print Name: Peggy A. Gissendanner
Commission No. CC712507
Commission Expires: 2-24-2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA