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October 1, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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****155.00 ****155.00

RE: CPA FINANCIAL SERVICES GROUP OF NORTH FLORIDA, L.L.C.

Gentlemen:

Enclosed please find an original and copy of Articles of Organization of CPA FINANCIAL SERVICES GROUP OF NORTH FLORIDA, L.L.C. and Affidavit of Leslie C. Turner, Jr. for filing. Also enclosed is Leslie Turner & Associates, P.A. check number 5950 for \$155.00 representing the filing fee of \$125.00 and \$30.00 for a certified copy of the Articles.

If you have questions, please call my office.

Sincerely,

Marty Smith

Marty Smith

MS/hhd

Enclosure

FILED
OCT 26 AM 10:43
DEPT. OF STATE
TALLAHASSEE, FLORIDA

SL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 11, 1999

MARTY SMITH
BOULAND & SMITH, L.L.P.
P.O. BOX 2120
OCALA, FL 34478-2120

SUBJECT: CPA FINANCIAL SERVICES GROUP OF NORTH FLORIDA, L.L.C.
Ref. Number: W99000023385

We have received your document for CPA FINANCIAL SERVICES GROUP OF NORTH FLORIDA, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

We are enclosing the proper form(s) with instructions for your convenience.

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: 799A00049077

FILED
99 OCT 25 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
CPA FINANCIAL SERVICES GROUP OF NORTH FLORIDA, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME, MAILING ADDRESS AND STREET ADDRESS**

The name of the limited liability company shall be CPA FINANCIAL SERVICES GROUP OF NORTH FLORIDA, L.L.C., and its principal place of business shall be in the City of Ocala, County of Marion, State of Florida, with a street address and mailing address of 104 SE First Avenue, Suite A, Ocala, FL 34471, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 herein set forth 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, and 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 the 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 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 thereof, and to perform and carry out, assign, cancel, or rescind any 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 herein otherwise granted or permitted by 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,

strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 attainment of any of the objects, or the furtherance of any of the powers herein set forth, 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 business or 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLES III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Hundred Dollars (\$500.00) cash shall be paid to the limited liability company by the members per share. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLES IV PROFITS AND LOSSES

(a) **Sharing Profits.** 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 an equal distribution share of the profits. The distributive share of the profits shall be determined and paid to the members from time to time as agreed by the members.

(b) **Losses.** All the 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 such sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE V
LIMITED LIABILITY COMPANY 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 VI
DURATION**

This limited liability company shall exist until December 31, 2025, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at 104 SE First Avenue, Suite A, City of Ocala, County of Marion, State of Florida.

**ARTICLE VIII
MANAGEMENT**

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

Leslie C. Turner, Jr.
104 SE First Avenue, Suite A
Ocala, FL 34471

**ARTICLE IX
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 104 SE First Avenue, Suite A, City of Ocala, County of Marion, State of Florida, and the name of its registered agent at such address is Leslie C. Turner, Jr.

**ARTICLE X
RESTRICTIONS ON MEMBERSHIP**

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 of its members.

Upon 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, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of CPA FINANCIAL SERVICES GROUP OF NORTH FLORIDA, L.L.C.

Executed by the undersigned at Ocala, Marion County, Florida on this 1st day of October, 1999.

By: Leslie C. Turner, Jr.
Leslie C. Turner, Jr.

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

Leslie C. Turner, Jr.
Registered Agent

FILED
99 OCT 25 AM 10:44
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA