

L990000007227

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bordelon & Fountain,
LLC

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____ LTD Partnership File _____
____ Foreign Corp. File _____
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____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ ____ Photo Copy _____
✓ ____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
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____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 29 PM 2:25

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TALLAHASSEE, FLORIDA

MJH

Signature _____

Requested by: _____

Name _____

Date _____

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Will Pick Up _____

ARTICLES OF ORGANIZATION

OF

BORDELON & FOUNTAIN, LLC

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DIVISION OF CORPORATIONS
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The undersigned certifies that the members specified herein have associated themselves 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. The undersigned member further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be BORDELON & FOUNTAIN, LLC, and both the mailing and street address of its principal office shall be 2721 Gulf Breeze Parkway, County of Santa Rosa, Gulf Breeze, State of Florida. The limited liability company shall also operate a branch office at 8855 Navarre Parkway, Navarre, FL 32566 and shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes, including, but not limited to, the practice of law and all matters related thereto.
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 set forth in these Articles 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 these 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, and to perform and carry out, assign, cancel, or rescind any of 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 in these Articles and 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, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, 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.

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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III
MEMBERS

The two initial members of this limited liability company shall be Bordelon & Bordelon, P. A. and Kenneth R. Fountain, P.A.

ARTICLE IV
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of the members of this limited liability company. In all matters not otherwise requiring the unanimous consent of the members Bordelon & Bordelon, P.A. shall be deemed to have two votes and member Kenneth R. Fountain, P.A. shall be deemed to have one vote.

ARTICLE V
MANAGEMENT

This limited liability company shall be managed by one or more managers and is therefore a manager-managed company. The names and addresses of the persons who shall serve as managers until the first annual meeting of members or until a successor is elected and qualified by a vote of the members are as follows:

John S. Bordelon, 2721 Gulf Breeze Parkway, Gulf Breeze, FL 32561
Kenneth R. Fountain, 8855 Navarre Parkway, Navarre, FL 32566
Matthew D. Bordelon, 2721 Gulf Breeze Parkway, Gulf Breeze, FL 32561

ARTICLE VI
MEMBERSHIP RESTRICTIONS

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 their 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 members.

Upon the effective date of the withdrawal, bankruptcy, or dissolution of a member of the limited liability company, the remaining members if there are more than one, shall have the right to continue the business upon the unanimous consent of the remaining members. If, however, there is only one remaining member then the limited liability company shall be dissolved in accordance

with the provisions of these articles and the regulations established thereunder and the provisions of the applicable Florida Statutes.

ARTICLE VII

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$2,000 cash shall initially be paid to the limited liability company by Bordelon & Bordelon, P.A. and capital contributions in the amount of \$1,000 cash shall initially be paid to the limited liability company by Kenneth R. Fountain, P.A. Unless the members shall unanimously in writing agree on a different future contribution ratio future capital contribution shall be made on a 2/3 and 1/3 basis respectively by Bordelon & Bordelon, P.A. and Kenneth R. Fountain, P.A..

ARTICLE VIII

PROFITS AND LOSSES

- (a) Profit Sharing. 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. Bordelon & Bordelon, P.A. shall be entitled to two-thirds (2/3) and Kenneth R. Fountain, P.A. shall be entitled to one-third (1/3) of the profits. The profits shall be determined not less frequently than annually and paid to the members no later than March 31 succeeding each calendar year.
- (b) Losses. Unless otherwise agreed to unanimously in writing all 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 any undistributed profits of the business. Losses shall be allocated among the members as follows: Bordelon & Bordelon, P.A. two-thirds (2/3) and Kenneth R. Fountain, P.A. one third (1/3)

ARTICLE IX

DURATION

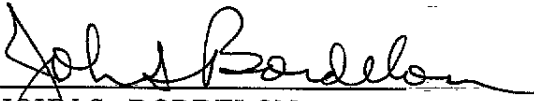
This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members or upon sixty days advanced written notice to the remaining member should a second member withdraw. Should the limited liability company ever have more than two members then the withdrawal of a member shall not result in the dissolution of the company.

ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and Florida street address of the registered agent are:

John S. Bordelon
2721 Gulf Breeze Parkway
Gulf Breeze, Florida 32561


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 as provided for in Chapter 608, F.S.


JOHN S. BORDELON

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Bordelon & Fountain, LLC

Executed by the undersigned at 2721 Gulf Breeze Parkway, Gulf Breeze, FL 32561 on October 28, 1999.

BORDELON & BORDELON, P.A.

By: 
John S. Bordelon, President

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida
County of Santa Rosa

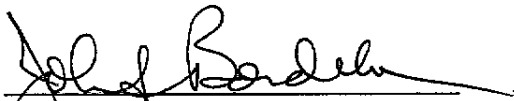
Pursuant to the provisions of Sections 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is BORDELON & FOUNTAIN, LLC

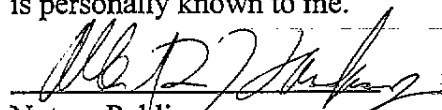
The name of the registered agent for BORDELON & FOUNTAIN, LLC is John S. Bordelon and the street address of the company's principal office where the agent is located is 2721 Gulf Breeze Parkway, Gulf Breeze, FL 32561.

This statement is to acknowledge that, as indicated above, BORDELON & FOUNTAIN, LLC has appointed me, John S. Bordelon, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated October 28, 1999.


JOHN S. BORDELON

The foregoing instrument was acknowledged before me this October 28, 1999 by John S. Bordelon, agent on behalf of BORDELON & FOUNTAIN, LLC, a limited liability company. He is personally known to me.


Notary Public

