

Division of Corporations

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## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

Fleit, Kain, Gibbons, Gutman &amp; Bongini, P.L.

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**ARTICLES OF ORGANIZATION FOR FLORIDA  
PROFESSIONAL LIMITED LIABILITY COMPANY**

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

**ARTICLE I - Name:**

The name of the Professional Limited Liability Company is:

Fleit, Kain, Gibbons, Gutman & Bongini, P.L. (hereinafter "Company")

**ARTICLE II - Duration:**

The term of the Company's duration is perpetual.

**ARTICLE III - Address:**

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

750 Southeast Third Avenue, Suite 100  
Fort Lauderdale, Florida 33316

**ARTICLE IV - Registered Agent, Registered Office, & Registered Agent's Signature:**

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

Robert C. Kain, Jr.  
750 Southeast Third Avenue, Suite 100  
Fort Lauderdale, Florida 33316

Having been named as registered agent and to accept service of process for the above stated professional 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..

Registered Agent's Signature: 

**ARTICLE V - Management:**

The Company is to be managed by its members and is, therefore, a member-managed company.

The names of the initial members of the Company are: 1) Martin Fleit, P.A.; 2) Robert C. Kain, P.A.; 3) Jon A. Gibbons, P.L.; 4) Jose Gutman, P.L.; and 5) Stephen Bongini, P.L.

**ARTICLE VI - Nature of Company Business and Powers:**

A. To engage in every aspect and phase of the practice of rendering the same professional services to the public that attorneys, duly licensed under the laws of the State of Florida, are authorized

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to render; provided, however, that such professional services shall be rendered only through members, officers, employees, and agents of this Company who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

B. To conduct and transact any business authorized and not prohibited by law.

#### ARTICLE VII – Limitation on Agency Authority of Members and Managers:

No member of the Company shall be an agent of the Company solely by virtue of being a member of the Company. No member or manager of the Company shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member or manager of the Company, except that any member of the Company is hereby authorized to make a purchase of goods and services on behalf of the Company but only in the ordinary course of business of the Company and totaling not more than \$2,000 for a single calendar year.

#### ARTICLE VIII – Admission of Additional Members:

Additional members of the Company will be admitted only with the consent of, and upon such terms as are agreed by, at least 80% of the members of the Company.

#### ARTICLE IX – Internal Operations:

The manner in which the Company conducts its business and affairs, the duties, authorities, rights and obligations of its Members, to the extent not expressly required by and provided for in the Act, shall be set forth in an Operating Agreement adopted by the initial members of the Company. Said Operating Agreement may from time to time be amended by the members of the Company in accordance with the provisions contained in the Operating Agreement.

#### ARTICLE X – Continuity of Life:

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company (hereinafter "Member") or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members of the Company shall have the right to continue the business of the Company if they unanimously agree to continue the business of the Company. The remaining Members must unanimously agree whether or not to continue the business of the Company within sixty (60) days from the date of such event. If the remaining Members fail to unanimously agree to continue the business of the Company within such sixty (60) days, the Company shall be dissolved and liquidated in accordance with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

IN WITNESS WHEREOF, I have signed these Articles Of Organization and acknowledged them to be my act this 5 day of November, 1999.

Signature of member executing  
the Articles Of Organization:

ROBERT C KAIN, JR., P.A.

By:

  
Robert C. Kain, Jr., Chief Executive Officer

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Articles Of Organization  
Fleit, Kain, Gibbons, Cutman & Bongini, P.L.

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