

1 99000007609



ACCOUNT NO. : 072100000032

REFERENCE : 370927 7165057

AUTHORIZATION :

COST LIMIT : \$ PPD

W99-20949

ORDER DATE : September 10, 1999

ORDER TIME : 2:13 PM

ORDER NO. : 370927-005

CUSTOMER NO: 7165057

CUSTOMER: Ms. Teri Roberson  
HERMELEE & SHARP  
HERMELEE & SHARP  
Suite 1135  
25 Southeast 2nd Avenue  
Miami, FL 33131

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-09/10/99--01078--009  
\*\*\*\*337.50 \*\*\*\*337.50

DOMESTIC FILING

NAME: HERMELEE & SHARP, L.L.C.

EFFECTIVE DATE:

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 10, 1999

CSC  
ERIKA CARLSON

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: HERMELEE & SHARP, L.L.C.  
Ref. Number: W99000020949

**MICHELLE WILL RETURN EVIDENCE  
W/ A REFUND FORM**

*Erika wants  
filed diff.  
reprinted*

We have received your document for HERMELEE & SHARP, L.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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 399A00044915

**RECEIVED**  
99 NOV -9 PM 2:25  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

OF

**HERMELEE & SHARP, L.L.C.**

**A Professional Organization**

The undersigned, for the purpose of forming a limited liability company for profit under the laws of Florida, adopts the following Articles of Organization.

### ARTICLE I

#### NAME

Section 1.1 Name. The name of this organization is Hermelee & Sharp, L.L.C.

### ARTICLE II

#### DURATION

Section 2.1 Duration. This organization shall exist in perpetuity, subject, however, to the power of its members to dissolve same as set forth in Article IX below.

### ARTICLE III

#### PURPOSE

Section 3.1 Purpose. This organization is organized for the sole and specific purpose of rendering professional legal services.

### ARTICLE IV

#### MAILING ADDRESS AND STREET ADDRESS

Section 4.1 Mailing Address and Street Address. The mailing address and street address of this organization are 25 S.E. Second Avenue, Suite 1135, Miami, Florida 33131.

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## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Street Address. The street address of the initial registered office of this organization is 25 S.E. Second Avenue, Suite 1135, Miami, Florida 33131 and the name of the initial registered agent of this organization at that address is Sarah Helene Sharp.

## ARTICLE VI

### CAPITAL CONTRIBUTIONS

Section 6.1 Total Amount of Cash and Property Contributed. Bruce G. Hermelee has contributed \$3,000 in cash and property to the organization. Sarah Helene Sharp has contributed \$2,000 in cash and property to the organization. No other additional capital contributions have been made.

Section 6.2 Additional Contributions. The members agree that they shall only make additional capital contributions to the organization upon the unanimous written agreement of all members and that any such additional capital contributions shall be reflected in amended articles of organization.

## ARTICLE VII

### MEMBERS

Section 7.1 Number. This organization shall have two (2) members initially. The number of members may be increased or diminished from time to time, but shall never be less than one, or more than ten.

Section 7.2 Initial Members. The name and street address of the initial members of the organization are:

<u>Name</u>	<u>Address</u>
Bruce G. Hermelee	25 S.E. Second Avenue, Suite 1135 Miami, Florida 33131
Sarah Helene Sharp	25 S.E. Second Avenue, Suite 1135 Miami, Florida 33131

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Section 7.3 Additional Members. Additional members may be admitted to the organization upon the unanimous written agreement of the members.

Section 7.4 Terms and Conditions of Admitting Additional Members.

- a. Each additional member must be admitted to practice law in the State of Florida at the time of admission to membership in the organization.
- b. Each additional member who is admitted to the organization shall be required to make a capital contribution upon his or her admission. The additional member's capital contribution must be no less than the amount of the lowest aggregate capital contribution that has been made by any existing member of the organization by the time of the additional member's admission to the organization.

Section 7.5 Seniority. For the purpose of these Articles of Organization and all regulations adopted to regulate this organization, Bruce G. Hermelee has seniority over Sarah Helene Sharp. The seniority of all subsequent members shall be defined by the date on which they become additional members of the organization provided, however, that the existing members may upon unanimous written agreement define an additional member as having greater seniority upon admission to the organization than some or all of its existing members.

Section 7.6 Powers. The members shall have the power to adopt regulations upon their unanimous written agreement. Any regulation so adopted may not be altered, amended, or repealed in any respect without the unanimous written agreement of the members. The members may not contract a debt, incur a liability, or convey or acquire property by or on behalf of the organization pursuant to Section 8.4 below.

Section 7.7 Alienation of Member's Interest. The member's interest in the organization is not assignable or transferable.

Section 7.8 Voluntary Termination of Membership. A membership shall be voluntarily terminated by a member upon written notice to the organization's registered agent or upon the member's death.

Section 7.9 Involuntary Termination of Membership. A membership shall be automatically terminated upon the member's suspension or disbarment from the Florida Bar, which termination shall be deemed effective on the date of issuance of the suspension or disbarment, whether the suspension or disbarment is contested or negotiated. Upon involuntary termination, the former member shall sever all employment with and financial interest in the organization.

Section 7.10 Terms and Conditions of Termination of Membership.

- a. The former member or his or her estate shall become an unsecured creditor to the organization and the organization shall become indebted to the former member or his or her estate for (1) the full sum of the former member's capital contribution and (2) the former member's share of the assets less the liabilities

of the organization upon the effective date of termination of the membership. For the purpose of this provision: a former member's "share" is the former member's proportionate contribution of the organization's capital that had been made by or on the date of the termination of his or her membership; "assets" are the cash and property assets of the organization that were acquired or are due as a result of any work done during the term of the relevant membership and that were not the subject of distributions to the former member during the term of the relevant membership; and "liabilities" are all debts and liabilities other than capital contributions made by other members that were incurred or accrued as a result of events during the term of and not after the termination of the membership that were not satisfied by the date of termination of the membership.

- b. This debt must be paid as soon as possible.
- c. If the organization has failed to collect all revenue due it for work done during the term of the relevant membership within a reasonable amount of time after termination of the relevant membership, then the parties shall be entitled to submit this matter for dispute resolution pursuant to Section 7.12 below.
- d. Until the organization releases the former member's capital contribution and provides the distribution defined in Section 7.9(b), the former member or his or her estate shall be entitled to receive monthly accountings upon written demand.
- e. Until the organization releases the former member's capital contribution and provides the distribution defined in Section 7.9(b), the organization and its managers shall owe a fiduciary duty to the former member or his or her estate and must act in a manner reasonably designed to further the purpose of the organization without imperiling the debt owed former members or their heirs.
- f. Former members or their heirs are expressly barred from participating in the management of the business and affairs of the organization in any manner.

**Section 7.11 Right to Continue Organization upon Termination of Membership.** The remaining members of the organization may continue the business of the organization upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the organization.

**Section 7.12 Dispute Resolution.** If a controversy arises out of or relates to this Article, or the breach thereof, that cannot be settled through negotiation, the parties agree first to try in good faith to settle the dispute by mediation administered by a mediator qualified to provide this service by the Florida Bar. Should mediation fail, then the controversy or claim shall be settled by arbitration administered by a three-member panel of the American Arbitration Association under its Commercial Arbitration Rules, and judgment on the award rendered by the arbitrators may be entered in any Florida court. Each party shall bear its own fees and costs.

**Section 7.13 Indemnification.** The organization shall indemnify its members, former

members, and their heirs to the full extent permitted by law.

## ARTICLE VIII

### MANAGERS

Section 8.1 Number. This organization shall have two (2) managers initially. The number of managers may be increased or diminished from time to time upon the unanimous written agreement of the members.

Section 8.2 Qualifications. Each manager must be either one of the initial members identified in Section 7.2 or an additional member pursuant to Section 7.3.

Section 8.3 Election. The managers are to be elected on an annual basis. Each member shall be given a number of ballots equal to the total number of manager positions that need to be filled. The manager positions shall be filled by the members who receive the greatest number of votes until all of the manager positions have been filled. If more than one member receives the same number of votes, the manager positions shall be filled by these members on the basis of seniority as defined pursuant to Section 7.5.

Section 8.4 Powers. The managers shall have the power to: adopt, alter, amend, or repeal regulations for the organization unless such regulations have been put into place pursuant to Section 7.6; contract a debt or incur a liability by or on behalf of the organization provided the managers are in unanimous agreement about such debt or liability; convey or acquire title to property in the name of the organization; and regulate the distribution of the organization's net worth to its members, former members, and former members' heirs.

Section 8.5 Initial Managers. The name and street address of the initial managers of the organization are:

<u>Name</u>	<u>Address</u>
Bruce G. Hermelee	25 S.E. Second Avenue, Suite 1135 Miami, Florida 33131
Sarah Helene Sharp	25 S.E. Second Avenue, Suite 1135 Miami, Florida 33131

Section 8.6 Indemnification. The organization shall indemnify its managers to the full extent permitted by law.

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ARTICLE IX

DISSOLUTION

Section 9.1 Dissolution. The organization shall be voluntarily dissolved pursuant to Chapter 608, Florida Statutes, only upon the unanimous written agreement of all of its members.

ARTICLE X

ORGANIZATION

Section 10.1 Name and Address. The name and street address of the organizer of this limited liability company are:

Name

Address

Bruce G. Hermelee

25 S.E. Second Avenue, Suite 1135  
Miami, Florida 33131

IN WITNESS WHEREOF, the organizer has executed these Articles on the 8th day of November, 1999.

Bruce G. Hermelee  
BRUCE G. HERMELEE

Sworn to and subscribed before me this  
8th day of November, 1999.

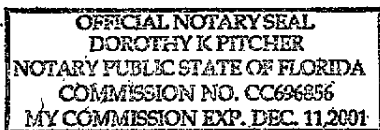
Dorothy K. Pitcher  
Signature of: NOTARY PUBLIC,  
STATE OF FLORIDA

Dorothy K. Pitcher  
[Print, type or stamp commissioned  
name of Notary Public]

Date My Commission Expires

☒ Affiant is personally known to me or  
☐ produced \_\_\_\_\_  
as identification.

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### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
SARAH HELENE SHARP

Dated: November 8, 1999.

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