

MOZC00002073

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JUN 28 2013

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Washer Hill Lipscomb Cabaniss Architecture (LA) LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ludy Harris

Name of Person

Washer Hill Lipscomb Cabaniss Architecture (LA) LLC

Firm/Company

1744 Oakdale Drive

Address

Baton Rouge, LA 70810

City/State and Zip Code

ludy@whlcarchitecture.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ludy Harris

Name of Person

at (225) 767-1530

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☒ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Washer Hill Lipscomb Architecture (LA) LLC

2. Jurisdiction of its organization: Louisiana

MO8000002073

3. Date authorized to do business in Florida: 04/30/2008

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 10/29/2008

5. New name of the limited liability company: _____
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

Washer Hill Lipscomb Cabaniss Architecture (LA) LLC

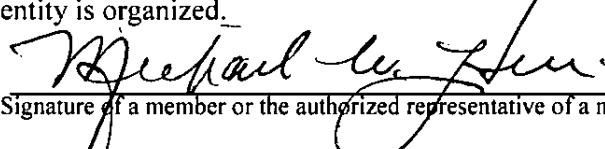
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration: _____

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

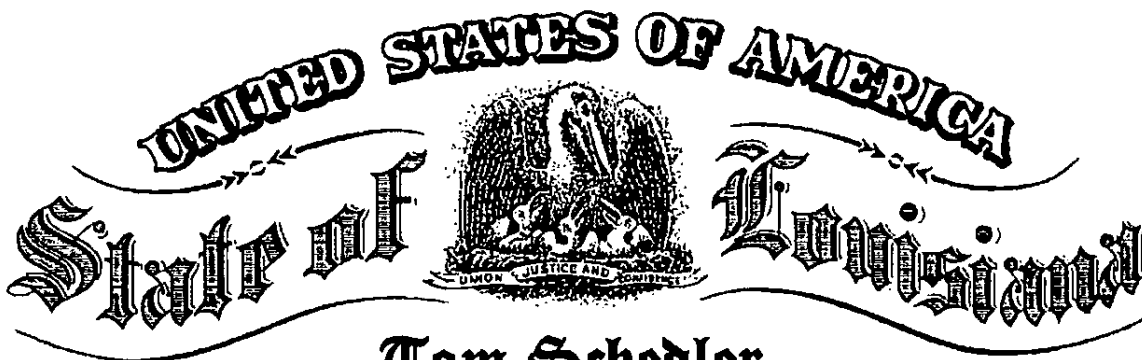

Signature of a member or the authorized representative of a member

Michael W. Hill

Typed or printed name of signee

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that

the attached document(s) of

WASHER HILL LIPSCOMB CABANISS ARCHITECTURE (LA) LLC

are true and correct and are filed in the Louisiana Secretary of State's Office.

35598996K	ORIGF	11/26/2003	5 page(s)
35771626	NMCHG	9/1/2004	1 page(s)
36881062	NMCHG	10/29/2008	1 page(s)
40983519	12 AR	11/1/2012	2 page(s)

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TALLAHASSEE, FLORIDA

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In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

June 20, 2013

Secretary of State

WEB 35598996K



Certificate ID: 10393355#XMJ62

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.

www.sos.louisiana.gov

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

**ARTICLES OF ORGANIZATION
OF
WASHER, HILL AND LIPSCOMB, (LA) L.L.C.**

The undersigned, for the purposes of forming a Limited Liability Company in accordance with the Louisiana Limited Liability company Law, hereby adopts the following Articles of Organization:

**ARTICLE 1.
Name**

The name of the Limited Liability Company is **WASHER, HILL AND LIPSCOMB, (LA) L.L.C.**

**ARTICLE 2.
Purpose**

The purpose of the Company is to engage in any lawful activity for which Limited Liability Companies may be formed under the Louisiana Limited Liability Company Law.

**ARTICLE 3.
Management**

A statement providing for the number and type of managers for the Limited Liability company will be contained in the written operating agreement. The Limited Liability Company shall be managed by said manager or managers to the extent provided in the written operating agreement. Managers who are not members will be determined and approved by a majority vote of all members. LARCHE RUSSELL WASHER, MICHAEL W. HILL, and RICHARD P. LIPSCOMB, the first member managers, shall have authority to execute on behalf of WASHER, HILL AND LIPSCOMB, (LA) L.L.C. all notes, mortgages (real estate and personal property) and other documents necessary to purchase assets, borrow money, make leases, sign leases, open bank accounts, sign contracts, and be single signatories on such accounts. The above enumerated powers and authority shall be limited to LARCHE RUSSELL WASHER, MICHAEL W. HILL and RICHARD P. LIPSCOMB. Subsequent managers will be limited by the operating agreement.

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TALLAHASSEE, FLORIDA

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ARTICLE 4.

Term

The term of the company shall be perpetual.

ARTICLE 5.

Duties and Operating Procedures

A statement of the duties and operating procedures for the members and managers will be included in a written operating agreement. Any action or actions taken by said member or manager which is/are contrary to said duties and/or operating procedures will be considered a breach of said member's or manager's fiduciary duties to the Limited Liability Company.

ARTICLE 6.

Voting

Each member shall have one vote for each member share owned by such member. Membership shares will reflect each member's ownership interest in the Limited Liability Company.

ARTICLE 7.

Profits and Losses

Profits and losses of the Limited Liability Company shall be distributed to each member in proportion to his respective ownership interest in the Limited Liability Company. The members by written agreement may agree to a different distribution of profits and losses.

ARTICLE 8.

Amendments and Addendum

Amendments and addendum to these articles of organization shall be made by unanimous vote of the members of the limited liability company.

ARTICLE 9.

Certifications

Persons dealing with the Company may rely upon a certificate signed on behalf of the Company by a manager, initially, LARCHE RUSSELL WASHER, MICHAEL W. HILL AND RICHARD P. LIPSCOMB, to establish the following: the membership of any member of the Company; the authenticity of any records of the Company; or the authority of any person to act on behalf of the Company.

ARTICLE 10.

Limitations of Liability

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FL

The members and managers of this Limited Liability Company claim the benefits of limitation of liability under the provisions of LA R. S. 12:1314 and 12:1315 except as otherwise provided in these articles of organization to the fullest extent allowed by law as fully and completely as though the provisions were recited herein in full.

ARTICLE 11.

Number of Member Shares

This Limited Liability Company is authorized to issue 400,000 member shares with each member share having one vote.

THUS DONE AND SIGNED, this 25 day of November, 2003.

Larche Russell Washer
LARCHÉ RUSSELL WASHER Organizer

Michael W. Hill
MICHAEL W. HILL Organizer

Richard P. Lipscomb
RICHARD P. LIPSCOMB Organizer

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally came and appeared LARCHÉ RUSSELL WASHER, MICHAEL W. HILL and RICHARD P. LIPSCOMB, to me known to be the persons who executed the foregoing instrument as Organizers, and who being duly sworn, did acknowledge and declare, in the presence of the two witnesses whose names are subscribed hereto, that they executed said instrument as their free act and deed for the purposes described therein.

IN WITNESS WHEREOF, the appearers, witnesses, and I have hereunto affixed our signatures on the 25 day of November, 2003.

WITNESSES:

W. J. J. J.
Shirley L. L. L.

Larche Russell Washer
LARCHÉ RUSSELL WASHER

Michael W. Hill
MICHAEL W. HILL

Richard P. Lipscomb
RICHARD P. LIPSCOMB

David H. Garrett
DAVID H. GARRETT
NOTARY PUBLIC

2013 JUN 27
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**INITIAL REPORT
OF
WASHER, HILL AND LIPSCOMB, (LA) L.L.C.**

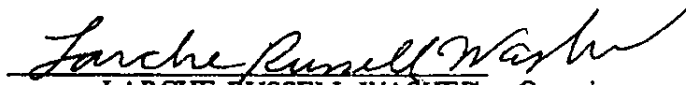
1. The name of the limited liability company is **WASHER, HILL AND LIPSCOMB, (LA) L.L.C.**
2. The location and municipal address of this limited liability company's registered office is **1744 OAKDALE DRIVE, BATON ROUGE, LOUISIANA, 708010**
3. The name and municipal address of this limited liability company's registered agents are: **LARCHE RUSSELL WASHER, 1744 OAKDALE DRIVE, BATON ROUGE, LOUISIANA, 70810. THOMAS H. NORMILE, 1744 OAKDALE DRIVE, BATON ROUGE, LOUISIANA, 70810**
4. The names and municipal addresses of the first members are:

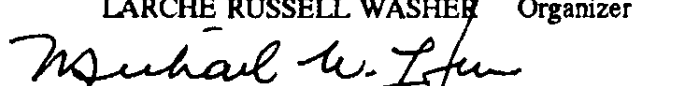
**LARCHE RUSSELL WASHER
543 SUNSET BOULEVARD
BATON ROUGE, LOUISIANA, 70808**


**MICHAEL W. HILL
13615 MARY EDITH PLACE
BATON ROUGE, LOUISIANA, 70809**

**RICHARD P. LIPSCOMB
853 DUBOIS DRIVE
BATON ROUGE, LOUISIANA, 70808**

Signed on this 25 day of November, 2003 by the organizers.


LARCHE RUSSELL WASHER Organizer


MICHAEL W. HILL Organizer


RICHARD P. LIPSCOMB Organizer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF LOUISIANA

PARISH OF BATON ROUGE

AGENTS' AFFIDAVIT
AND
ACKNOWLEDGMENT OF ACCEPTANCE

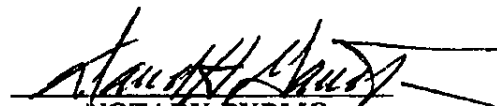
We, LARCHE RUSSELL WASHER and THOMAS H. NORMILE, hereby
acknowledge and accept the appointment as registered agents for WASHER, HILL
AND LIPSCOMB, (LA) L.L.C.

Registered Agents' signature


LARCHE RUSSELL WASHER


THOMAS H. NORMILE

Sworn and subscribed before me this 25 day of November, 2003.


NOTARY PUBLIC
DAVID H. GARRETT

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STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

ARTICLES OF ORGANIZATION
OF
WASHER, HILL AND LIPSCOMB, (LA) L.L.C.
Amendment No. 1

It is the intent of this Amendment No. 1, to change the legal name of the Limited Liability Company, Washer, Hill and Lipscomb, (LA) L.L.C., to the following:

WASHER HILL LIPSCOMB ARCHITECTURE, (LA) L.L.C.

THUS DONE AND SIGNED, at the Board Meeting, this 31st day of July, 2004, with all Managers present and voting in favor of the name change.

Larche Russell Washer
LARCHE RUSSELL WASHER, Manager

Michael W. Hill
MICHAEL W. HILL, Manager

Richard P. Lipscomb
RICHARD P. LIPSCOMB, Manager

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally came and appeared LARCHE RUSSELL WASHER, MICHAEL W. HILL and RICHARD P. LIPSCOMB, to me known to be the persons who executed the foregoing instrument as Managers, and who being duly sworn, did acknowledge and declare, in the presence of the two witnesses whose names are subscribed hereto, that they executed said instrument as their free act and deed for the purposes described therein.

IN WITNESS WHEREOF, the appearers, witnesses, and I have hereunto affixed our signatures on the 31st day of July, 2004.

WITNESSES:

Andy Harris
Linda Reth

Larche Russell Washer
LARCHE RUSSELL WASHER

Michael W. Hill
MICHAEL W. HILL

Richard P. Lipscomb
RICHARD P. LIPSCOMB

JOSEPH P. BRANTLEY, IV

NOTARY PUBLIC

BAR Roll # 03401

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STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

AMENDMENT TO THE ARTICLES OF ORGANIZATION
WASHER HILL LIPSCOMB ARCHITECTURE, (LA) L.L.C.
Amendment No. 2

It is the intent of this Amendment No. 2, to change the legal name of the Limited Liability Company, Washer Hill Lipscomb Architecture, (LA) L.L.C., to the following:

WASHER HILL LIPSCOMB CABANISS ARCHITECTURE (LA) LLC

THUS DONE AND SIGNED, at the Board Meeting, this 30th day of September, 2008, with all Members and Managers present and voting in favor of the name change.

Larche Russell Washer Michael W. Hill
LARCHE RUSSELL WASHER, Member/Manager MICHAEL W. HILL, Member/Manager
Richard P. Lipscomb Rex Cabaniss
RICHARD P. LIPSCOMB, Member/Manager REX CABANISS, Member/Manager

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally came and appeared LARCHE RUSSELL WASHER, MICHAEL W. HILL, RICHARD P. LIPSCOMB and REX CABANISS, to me known to be the persons who executed the foregoing instrument as Member/Managers, and who being duly sworn, did acknowledge and declare, in the presence of the two witnesses whose names are subscribed hereto, that they executed said instrument as their free act and deed for the purposes described therein.

IN WITNESS WHEREOF, the appearers, witnesses, and I have hereunto affixed our signatures on the 29th day of October, 2008.

WITNESSES:

Ludy Harris
Ludy Harris
Rebecca Wall
Rebecca Wall

Larche Russell Washer
LARCHE RUSSELL WASHER
Michael W. Hill
MICHAEL W. HILL
Richard P. Lipscomb
RICHARD P. LIPSCOMB
Rex Cabaniss
REX CABANISS

Joseph P. Brantley, IV
NOTARY PUBLIC

Joseph P. Brantley, IV, Notary Public
My commission is for life.
Louisiana Bar Roll Number 03401

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TALLAHASSEE, FLORIDA

Tom Schedler Secretary of State 		LIMITED LIABILITY COMPANY ANNUAL REPORT For Period Ending 11/26/2012		 35598996K 2012	
Mailing Address Only (INDICATE CHANGES TO THIS ADDRESS IN THIS BOX) 35598996 K WASHER HILL LIPSCOMB CABANISS ARCHITECTURE (LA) LLC C/O LARCHE RUSSELL WASHER 1744 OAKDALE DR. BATON ROUGE, LA 70810		(INDICATE CHANGES TO THIS ADDRESS IN THIS BOX) Registered Office Address in Louisiana (Do not use P. O. Box) 1744 OAKDALE DR. BATON ROUGE, LA 70810		Federal Tax ID Number	
Our records indicate the following registered agents for the company. Indicate any changes or deletions below. All agents must have a Louisiana address. Do not use a P. O. Box. NEW REGISTERED AGENT REQUIRES A NOTARIZED SIGNATURE. LARCHE RUSSELL WASHER 1744 OAKDALE DR. BATON ROUGE, LA 70810					
I hereby accept the appointment of registered agent(s).			Sworn to and subscribed before me on NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #		
New Registered Agent Signature			Notary Signature		Date
This report reflects a maximum of three members/managers for the company. Indicate any changes or deletions below. Include a listing of all names and addresses. Do not use a P. O. Box. If additional space is needed attach an addendum. <i>Officer titles, such as president or secretary are not acceptable.</i>					
LARCHE RUSSELL WASHER 543 SUNSET BLVD. BATON ROUGE, LA 70808 MICHAEL W. HILL 13615 MARY EDITH PLACE BATON ROUGE, LA 70809 RICHARD P. LIPSCOMB 853 DUBOIS DRIVE BATON ROUGE, LA 70808			Member, Manager Member, Manager Member, Manager		
<div style="position: absolute; top: 50px; right: 50px; transform: rotate(-45deg); opacity: 0.5;"> SECRETARY OF STATE FALL ACHASSE, FLORIDA 2013 JUN 27 AM 11:00 FILED </div>					
SIGN →	To be signed by a manager, member, or agent RUSSELL WASHER (SIGNED ELECTRONICALLY)		Title	Phone	Date 11/01/2012
	Signee's address		Email Address RUSSELL@WHLCARCHITECTURE.COM		(For Office Use Only)
<div style="display: flex; justify-content: space-between;"> <div> Enclose filing fee of \$25.00 Make remittance payable to Secretary of State Do Not Send Cash Do Not Staple web site: www.sos.louisiana.gov </div> <div> Return by: 11/26/2012 To: Commercial Division P. O. Box 94125 Baton Rouge, LA 70804-9125 Phone (225) 925-4704 </div> </div> <div style="text-align: center; margin-top: 10px;"> DO NOT STAPLE </div>					
					4

ALL UNSIGNED REPORTS WILL BE RETURNED

**Annual Report Supplemental Page
for Period Ending 11/26/2012**

Charter Number : 35598996K

Charter Name: WASHER HILL LIPSCOMB CABANISS ARCHITECTURE (LA) LLC

Additional Officers

REX CABANISS Manager, Member
7880 WILLOW GROVE BOULEVARD BATON ROUGE, LA
70810

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