

m14000000315

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 13 2016

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Forensic Consulting Group of Florida 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:

Patsy Lambert
Name of Person

FCG of Florida LLC
Firm/Company

P.O. Box 66538
Address

Mobile AL 36660
City/State and Zip Code

plambert@fcgengineers.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patsy Lambert at (251) 471-4718 x1066
Name of Person 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

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: FORENSIC CONSULTING Group of Florida LLC

Enter new principal office address, if applicable. N/A

(Principal office address
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: NA

(Mailing address
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M14000000315

3. Jurisdiction of its organization: _____

4. Date authorized to do business in Florida: 01/14/2014

SECTION II (5-9 complete only the applicable changes)

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

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: NA

New Registered Office Address: _____
Enter Florida Street Address

_____, Florida _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

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

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(c), indicate that change:

Title/ Capacity	Name	Address	Type of Action
Officer/ Engineer manager	Charles C. Rutter	1010 Pine Ridge Dr Summit MS 39666	<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
member	David Zimpel		<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

9. Attached is a certificate, if required: 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.

J. S. Fowler
Signature of the authorized representative

Jo Ann S. Fowler
Typed or printed name of signee

Filing Fee: \$25.00

4

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**MINUTES OF SPECIAL MEETING OF
MANAGER OF
FORENSIC CONSULTING GROUP, LLC**

The special meeting of the Manager of Forensic Consulting Group, LLC was held at 2928 McVay Drive North, Mobile, Alabama 36606, on December 28th, 2015 at 9:00 A.M. pursuant to a written waiver of notice signed and approved by all of them, fixing said time and place, said waiver being appended to the minutes of this meeting.

THOSE PRESENT: In attendance was: Cortez E. Fowler, Jr.

CHAIRMAN AND SECRETARY: Cortez E. Fowler, Jr. served as Chairman and Secretary of the meeting.

QUORUM: The Chairman announced that a quorum was present and that the meeting was open for the transaction of business.

MINUTES OF PREVIOUS MEETING: The minutes of the previous meeting of Manager was read and approved.

NOTICE OF RESIGNATION OF DAVID D. ZIMPEL AND REMOVAL AS PRESIDENT: The Chairman announced that David D. Zimpel resigned from his employment with Company without notice and effective immediately on December 23, 2015. In light of his resignation, the Manager believes it would be necessary and in the best interest of the Company to remove David D. Zimpel from the office of President and from any other office he may hold with Company. After full consideration of the Manager, the following resolution was made, seconded, and unanimously carried:

WHEREAS, David D. Zimpel, P.E. resigned from his employment with Company without notice, effective immediately on December 23, 2015;

WHEREAS, the Manager believes that it is in the Company's best interest to remove David D. Zimpel, P.E. from the office of President and replace him with a licensed and qualified engineer who is employed by the Company;

NOW, THEREFORE, BE IT

RESOLVED that David D. Zimpel, P.E. is hereby removed from the office of President of the Company and from any other office, directorship, or other appointed position that he may previously have held with Company, effective as of December 23, 2015; and be it further

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RESOLVED that the Manager is authorized and directed to remove, or to delegate the task of removing, David D. Zimpel, P.E.'s name as President from the Company's official records, effective as of December 23, 2015.

APPOINTMENT OF NEW PRESIDENT: The Chairman recommended that the Company appoint a new President to succeed David D. Zimpel, P.E. as President of the Company and designate him as the person in responsible charge of the engineering activities of the Company. The Chairman recommended that the Manager consider Charles Christopher "Chris" Rutter, P.E. for this position. The Chairman reported that Mr. Rutter is a professional engineer licensed in Alabama, Arkansas, Colorado, Florida, Iowa, Illinois, Louisiana, Oklahoma, Michigan, Minnesota, Missouri, Mississippi, New Jersey, New York, Tennessee, and Texas and further reported that he is applying for licenses in Connecticut, Delaware, Georgia, Indiana, Kansas, Kentucky, Maryland, North Carolina, North Dakota, Nebraska, Ohio, Pennsylvania, South Carolina, South Dakota, Virginia, Wisconsin and West Virginia. The Chairman explained that the licensure rules of many states in which the Company offers or intends to offer professional engineering services require that a professional engineer serve as the highest ranking officer of the Company, be a full time employee of the Company, and be designated as Engineer in Responsible Charge. The Manager's appointment of Mr. Rutter to the office of President will allow the Company to comply with the rules and regulations of those states. After full consideration of the Manager, the following resolution was made, seconded and unanimously carried:

WHEREAS, Forensic Consulting Group, LLC (the "Company") desires to offer professional engineering services in certain states;

WHEREAS, Charles Christopher Rutter, P.E. is a full time employee of the Company and is a licensed professional engineer in many of the states in which Company does business or wishes to do business; and

WHEREAS, the Company wishes to appoint Charles Christopher Rutter, P.E. as its President and to designate him as the Engineer in Responsible Charge of all professional engineering services offered by the Company in the states in which he is licensed to engage in the engineering profession.

NOW, THEREFORE, BE IT

RESOLVED, that Charles Christopher Rutter, P.E. is hereby appointed President of the Company and shall serve as such officer until his death, resignation, or removal by the Manager; and be it further

2016 JAN 12 P 11:47

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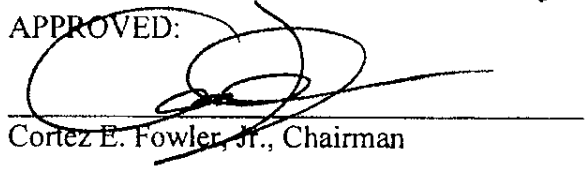
RESOLVED, that as President, Charles Christopher Rutter, P.E. is empowered to bind the Company in all of its activities which fall within the definition of the practice of engineering as that term is defined in the various statutes regulating that profession in the states in which Company does business; and be it further

RESOLVED, that Charles Christopher Rutter, P.E. is hereby designated as the Responsible Charge for the Company and shall exercise direct control and personal supervision of all engineering work provided by the Company in the states in which he holds a valid license to engage in the engineering profession.

ADJOURNED: There being no further business to come before it, the meeting was thereupon declared adjourned.


Cortez E. Fowler, Jr., Secretary

APPROVED:


Cortez E. Fowler, Jr., Chairman

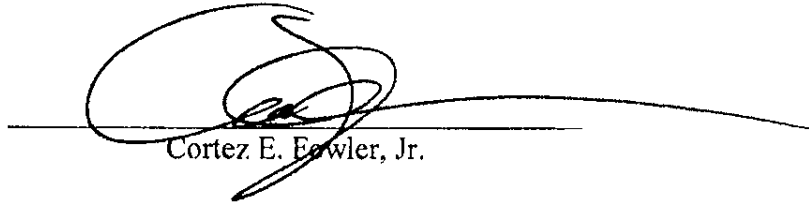
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**WAIVER OF NOTICE
OF
SPECIAL MEETING OF THE MANAGER OF
FORENSIC CONSULTING GROUP, LLC**

Meeting of December 20th, 2015

I, the undersigned, being the sole Manager of Forensic Consulting Group, LLC, do hereby waive notice of the time, place and purpose of the meeting of Forensic Consulting Group, LLC to occur at 2928 McVay Drive North, Mobile, Alabama 36606, and I consent that the meeting be held at said place and on December 20th, 2015 at 9:00 A.M., and I further consent to the transaction of any business that may properly come before the meeting.


Cortez E. Fowler, Jr.