

ARTICLES OF ORGANIZATION

OF

_____, LLC

The undersigned, being duly authorized to act as the organizer of this Limited Liability Company pursuant to Chapter 608 and Section 658.16, Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company.

ARTICLE I – NAME

The name of the limited liability company shall be _____, LLC (hereinafter, the “Company”).

ARTICLE II – ADDRESS

The street address of the initial principal office and mailing address of the Company are:

Principal Office Address:

Mailing Address:

ARTICLE III – PURPOSE

The general nature of the business to be transacted by the Company shall be: That of a general (banking or trust) business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of (banking or trust) limited liability companies.

{Note: Choose appropriate type of Institution}

ARTICLE IV –CAPITAL REQUIREMENTS

The Company shall begin business with at least \$_____ in paid-in capital and shall maintain such minimum capital as required by the Florida Financial Institutions Codes.

ARTICLE V -- EFFECTIVE DATE AND DURATION

The term of existence of the Company shall commence with the filing of the Articles of Organization with the Secretary of State of the State of Florida (*or specify the effective date*), and shall continue perpetually, unless sooner dissolved in accordance with the laws of the State of Florida and the Operating Agreement of the Company. In no instance shall the Company be automatically terminated, dissolved, or operations suspended upon the occurrence of an event, including the death, disability, bankruptcy, expulsion, or withdrawal of a member of the Company, other than the passage of time as may be specified by law or the Operating Agreement of the Company. Provided, however, that upon any such termination event, the existence and business of the Company may be continued by amendment of these Articles of Organization or the Operating Agreement providing for the continued existence of the Company as may be authorized by Florida Statutes.

ARTICLE VI – MANAGEMENT AUTHORITY

The exclusive authority to manage the Company is vested in a board of (managers or directors) that is (elected or appointed) by the members, which shall operate in substantially the same manner as, and has substantially the same rights, powers, privileges, duties, and responsibilities as, a board of directors of a (bank or trust) company chartered as a corporation.

{Note: Choose management options and appropriate type of Institution}

The name and address of each initial board (manager or director) is as follows:

Name

Address:

(Use attachment if necessary)

ARTICLE VII – LIMITED LIABILITY OF MEMBERS

No Member of the Company shall be liable for the debts, liabilities, or obligations of the Company in excess of the amount of the Member's investment.

ARTICLE VIII – TRANSFER OF OWNERSHIP RIGHTS

A Member may transfer an ownership interest in the Company, including voting rights, without the consent of any other Member of the Company, providing however, the transfer complies with all applicable requirements of the Florida Financial Institutions Codes.

ARTICLE IX – LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.4235, Florida Statutes, no Member of the Company shall be an agent for the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

ARTICLE X – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company in the State of Florida shall be _____. The name of the registered agent of the Company at that address is _____.

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of

Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Date: _____, 20__

REQUIRED SIGNATURE:

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization this _____ day of _____, 20__.

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Typed or printed name of signee

APPROVED by the Office of Financial Regulation this _____ day of _____, 20__.

Tallahassee, Leon County, Florida

Linda B. Charity
Director
Office of Financial Regulation

Note: Filing Fees

\$ 100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy

\$ 5.00 Certificate of Status