

ROBERT A. BURSON, P.A.
LLC INFORMATION

AUTHORIZATION TO SIGN ELECTRONIC ARTICLES. For the purposes of formation of the limited liability company, Robert A. Burson is hereby authorized by each prospective member of the company to form the company by filing its articles of organization with the FL Department of State and is authorized to electronically sign the articles with the name of one or more member and by electronically signing the name of the person who is to serve as the registered agent.

signature of each initial member and of registered agent if other than a member

The following Information was provided by: _____

01. COMPANY NAME:

First name choice: _____

First alternative name _____

Second alternative name _____

List each **fictitious name** under which the LLC will do business:

02. MANAGEMENT FORMAT. There are 2 basic forms of LLC's when it comes to management. You need to decide which form is best for your LLC.

Member managed. Do you want every person who is a member to be able to: make decisions for the Company; enter into contracts on behalf of the Company; make personnel decisions; and do all other things that a president would do in a corporation. If so, then you want the company to be *member managed*. Each and every member will be able to act on behalf of the Company.

Manager managed. Do you want to limit the authority to act on behalf of the Company to one or more specific persons so that only those appointed as a manager will have such authority? If so, then the company will be a *manager managed* company. You can appoint 1 or more managers. A manager can be a member or can be a non-member. In a manager managed company decisions are made by the manager(s).

Select the way the company is to be managed:

_____ Member Managed Company.

_____ Manager Managed Company. How many managers will be appointed initially? _____

03. **REGISTERED AGENT AND REGISTERED OFFICE:** See the information about registered agents and the registered office at the end of this form.

The registered agent will be _____
The registered office of the Company will be at the following STREET ADDRESS
(NOT A PO BOX) _____
Registered office phone#: _____
Email address of registered office: _____

04. **PRINCIPAL ADDRESS OF THE COMPANY:** The address of the LLC's principal place of business will be:

05. **THE PRINCIPAL BUSINESS OF THE LLC** is _____

06. **NEW MEMBERS** may be added upon approval of _____ % of current members.

07. **CPA.** Have you had a conference with your CPA as to the appropriate form of business enterprise? Yes____ No____. (If not, you will need to do so before we form the LLC as tax issues will be a major factor in determining whether or not an LLC is best for you.)

Accountant's name, address and phone number:

Phone # _____

08. **TAX MATTER MEMBER:** _____
will be the person designated as the Tax Matter Member and who will be responsible for tax filings for the Company.

09. **BANK ACCOUNTS:** Name and address of bank where business accounts will be held:

The following persons will be authorized to sign on the Company's bank accounts:

How many of the above must sign on each check: _____.

10. **ANNUAL MEETINGS** will be held during which month?: _____.

11. **VOTING REQUIREMENTS.** Please specify any requirements for voting if other than by a "majority vote" (For example, a two thirds vote):

12. PLEASE PRINT AND COMPLETE A SEPARATE PAGE 3 FOR EACH INDIVIDUAL WHO WILL BE A MEMBER OR MANAGER OF THE LLC.

A. Contact Information:

Name: _____

Address: _____

Telephone #: H: _____ O: _____

C: _____ F: _____

Email address: _____

B. **Members.** If this person is to be a member (owner) of the Company then complete the following:

- What percentage of the Company will be owned by this person?
_____ %

- If yes, in what exact names are the membership certificates to be titled?

- If yes, describe what assets (cash, equipment, land, etc.) will be transferred to the LLC by the above member in exchange for membership in the company; also provide the value of such assets:

01. Cash: \$ _____

02. Equipment or other tangible personal property: Yes ___ No ___
• If yes, provide a list and estimated value on a separate page.

03. Land: Yes ___ No ___
• If yes, provide legal descriptions, mortgage loan information, and estimated value on a separate page.

04. Other: Yes ___ No ___ If yes, provide a list and estimated value on a separate page.

C. **Management.** If this is a manager managed company, will this person be a manager? Yes ___ No ___ N/A _____

Registered Agent information as set out in Florida Statute 605.0113 (effective 1/1/2014 but applicable prior to effective date)

605.0113 Registered agent. —

- (1) Each limited liability company and each foreign limited liability company that has a certificate of authority under s. 605.0902 shall designate and continuously maintain in this state:
 - (a) A registered office, which may be the same as its place of business in this state; and
 - (b) A registered agent, who must be:
 1. An individual who resides in this state and whose business address is identical to the address of the registered office; or
 2. A foreign or domestic entity authorized to transact business in this state whose business address is identical to the address of the registered office.
- (2) Each initial registered agent, and each successor registered agent that is appointed, shall file a statement in writing with the department, in the form and manner prescribed by the department, accepting the appointment as registered agent while simultaneously being designated as the registered agent. The statement of acceptance must provide that the registered agent is familiar with and accepts the obligations of that position.
- (3) The duties of a registered agent are as follows:
 - (a) To forward to the limited liability company or registered foreign limited liability company, at the address most recently supplied to the agent by the company or foreign limited liability company, a process, notice, or demand pertaining to the company or foreign limited liability company which is served on or received by the agent.
 - (b) If the registered agent resigns, to provide the notice required under s. 605.0115(2) to the company or foreign limited liability company at the address most recently supplied to the agent by the company or foreign limited liability company.
- (4) The department shall maintain an accurate record of the registered agent and registered office for service of process and shall promptly furnish information disclosed thereby upon request and payment of the required fee.
- (5) A limited liability company and each foreign limited liability company that has a certificate of authority under s. 605.0902 may not prosecute, maintain, or defend an action in a court until the limited liability company complies with this section and pays to the department a penalty of \$5 for each day it has failed to comply or \$500, whichever is less, and pays any other amounts required under this chapter.

NOTE:

After your entity is formed, you will most likely receive a letter from a corporate service company telling you that you need to send them money for getting a certificate concerning the LLC. Do not respond. It is an ad that borders on fraud. For \$65 or so they will get you the certificate that we will obtain for you for \$5. They make it look official – it is not! If you receive such a letter and have any questions, please call our office.

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