

SHAREHOLDERS' AGREEMENT

Recitals

Terms

Restrictions on Stock Transfer

Mandatory Transfer Upon Occurrence of Certain Events

Purchase/Redemption Options, Price and Payment Terms

Corporate Governance

General

PARTNERSHIP AGREEMENT

Purpose and Powers

Capital Contributions. Capital Accounts. Loans

Allocation and Distribution of Profits and Losses

Rights, Duties and Liabilities of Partners

Partnership Property

Management of the Partnership's Business

Partnership Voting Procedures

Books and Records, Accounting and Tax Matters

Disability, Retirement or Death of a Partner

Withdrawal or Emulsion of a Partner

Payments to a Terminated Partner

Voluntary Dissolution and Liquidation

Agreement to be Bound

Miscellaneous

ASSET PURCHASE AGREEMENT

Recitals

Agreement: Assets and Liabilities

Agreement for Purchase and Sale: Assets Defined

Assumption of Liabilities

Name of Practice

Procedure for Purchase and Sale: Closing

The Closing

Closing Costs

Pro-rations and Adjustments

Consideration

Purchase Price

Funding

- Allocation
- Representation and Warranties of Seller and Shareholders
 - Recitals
 - Organization and Standing
 - Authority Relative to this Agreement
 - No Violations
 - Tax Matters
 - Litigation
 - Title to Assets
 - Leases, Contracts and Commitments
 - Approvals and Consents
 - Disclosure
 - Employment
 - Financial Statements
 - No Undisclosed Changes
- Representations and Warranties of Buyer
 - Recitals
 - Organization and Standing
- Covenants of Seller and Shareholder as to Conduct of Business until Closing
 - Conduct of work and billing practices
 - No adverse action
 - Continuation of insurance
- Conditions Precedent to the Obligations of Buyer
 - Accuracy of Representations and Warranties
 - Compliance
 - Certificate
 - Litigation
- Conditions Precedent to the Obligations of Seller
 - Accuracy of Representations and Warranties
 - Compliance
 - Litigation
- Indemnification
 - Generally
 - Claims for Indemnification
 - Obligations to Defend: Third-Party Claims., Etc.
 - Cooperation
 - Period of Indemnification
- Restrictive Covenant in Compliance with F.S 542.335
 - Covenant Not to Compete
 - Exception to Covenant Not to Compete
 - Remedies for Violation
 - Severability, Etc.
- Employment and Consulting agreements
- General
 - Brokers
 - Survival of Representations, Warranties, Etc.

- Waivers
- Specific Performance; Remedies
- Expenses
- Risk of Loss
- Notices
- Entire Agreement; Amendment
- Assignability
- Venue; Process
- Further Assurances
- Counterparts
- Governing Law
- Exhibits
 - Assets Being Sold
 - Assets Not Being Sold
 - Liabilities Assumed by Buyer
 - Bill of Sale
 - Assignment and Assumption Agreement
 - Consulting Agreement
 - Pro-rations
 - Promissory Note
 - Guaranty Agreement
 - Security Agreement
- Closing documents
 - Corporate Resolution of Seller
 - Sellers Closing Statement
 - Indemnity and Release of Liability
 - State of Florida Financing Statement – form UCC-1

OPERATING AGREEMENT FOR LLC

- Recitals
- Organization Matters
 - Principal Office
 - Registered Agent and Registered Office
 - Name
- Purpose
 - Purpose and Business
 - Powers
- Duration of the Company
 - Duration
- Allocation of Profits and Losses
 - Allocation of Profits and Losses
 - Allocation of Items for Federal Income Tax Purposes
- Capital Contributions
 - Capital/Asset Contributions by Members
 - Distribution of Net Cash Flow

Members Duties and Restrictions

- Members
- Powers of Members
- Voting by Members
- Limited Authority of Members
- Consent of Members in Lieu of Meeting
- Meetings; Notice
- Waiver of Notice by Members
- Quorum
- Participation
- Duties and Obligations of Members
- Company Expenses
- Expenses to Members

Management

- Appointment of Manager
- Decisions Requiring Approval of the Majority of Member
- Decisions Requiring Unanimous Approval of the Members
- Circumstances Where Members are Excluded from Voting
- Conflicts of Interest
- Third Party Reliance

Indemnification

- Indemnification by Members
- Indemnification by Company

Transfer of Company Interest

- Disability. Retirement or Death of a Member
- Disability, which Extends Beyond the Permissible Period
- Restoration to Full Activity of a Previously Disabled Shareholder
- Subsequent Disability
- Disability Income Insurance
- Retirement

Withdrawal or Expulsion of a Member

- Voluntary Withdrawal
- Expulsion for Stated Reasons

Death of a Shareholder

- Transfer upon Death
- Purchase of Insurance
- Death Benefit and Use of Proceeds of Insurance

Payments to a Terminated Member

- Definitions
- Value of Capital Accounts
- Adjustments to Capital Account
- Income Tax Treatment of Payments
- Relocation of Withdrawing Member: Reimbursement
- Billings to Clients Who Continue to be Serviced by a
Withdrawing Member

Dissolution

- Events Requiring Dissolution
- Distributions upon Dissolution of the Company
- Distributions in Kind
- Distributions Subject to Set-Off by the Company

- Amendment of Operating Agreement

- Miscellaneous

- Governing Law; Venue
 - Binding Effect
 - Severability
 - Additional Documents and Acts
 - Notices

- Exhibits

- Capital Contributions