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JIMERSON & COBB, P.A.

Client focused. Results driven.

June News from Jimerson & Cobb, P.A.



Charlie and Ashley...Congratulations! What a wonderful privilege it is to welcome your son, Ford Miller Jimerson. By the way, Ford, you have two great parents. You have been around all of two weeks so you obviously know that by now. My beautiful wife, Joy, and I have two daughters and I found that when we were expecting, everybody had to give us advice on how to be parents. I frankly found the advice repetitive but I really appreciated everyone sharing their tips to success. It is too early to teach Ford to lay off the 0-2 curveball in the dirt and hit the 2-0 fastball into the bleachers, but I can offer some sound

advice and words to live by:

5. Do unto others as you would have done to yourself. A little cliché, I know, but if you don't want your big sister taking your toys, then you shouldn't be taking her toys. It just leads to time-outs and spankings.
4. Sleep young man. Sleep. Not only does sleep allow you to grow big and strong, but it also allows your parents to have a break. To the parents, there are no breaks...enjoy!
3. Spaghetti is not an appropriate food item for a food fight, yet you will make it one. To the parents, spaghetti night should be in the tiled kitchen and not in the carpeted dining room.
2. Whatever you do, don't talk back to your mother. It will just upset both of your parents and again result time-outs and spankings.
1. My daughters are off limits, Ford. Really. Don't even think about it.

Welcome, young man. Welcome!

Best Regards,

[Christopher M. Cobb, Esq.](#)

June 2012

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Jimerson & Cobb, P.A.
Riverside Center
701 Riverside Park Place
Suite 302
Jacksonville, FL 32204

J&C shareholder named to 2013 class of Leadership Jacksonville



Leadership Jacksonville
Developing Community Trustees

Charles Jimerson has been named to the Leadership Jacksonville program class of 2013.

Leadership Jacksonville is a year-long program that explores the dynamics of an urban society, analyzes major areas of community concern, facilitates the development of leadership capacities and promotes a network of community trustees. The program is developed and shaped by teams of Leadership Jacksonville alumni and staff.

The LJ program actively solicits applications for this program from all sectors of the community. Selection for each year's class is highly competitive. Criteria for selection include demonstrated or emerging leadership skills, active involvement in the community and a willingness to invest the time and energy required by the program. This year's class was selected among more than 150 applicants. Congratulations!

To learn more about Leadership Jacksonville, visit its [site](#). Click [here](#) to view the entire 2013 class.

Featured bLAWg Post: Dissolving an LLC Organized in Florida

By: [Christopher M. Cobb, Esq.](#), and Rachel Heidenberg

A Limited Liability Company ("LLC") is a business entity structure which is allowed by Chapter 608, Florida Statute. As a result, what the statute creates, the statute can also take away. An LLC allows its owners (called Members), to have limited personal liability for the debts and actions of the LLC and is typically governed by an Operating Agreement. There are certain steps that must be taken to ensure that an LLC is properly dissolved. In Florida, there are three different ways that an LLC can be dissolved: (1) Administratively, (2) Voluntarily, and (3) Judicially.

[Click here to read the full bLAWg post.](#)

Featured bLAWg Post: Florida's Banking Statute of Fraud Section §687.0304 Weeds Out Frivolous Borrower Claims

By: [Charles B. Jimerson, Esq.](#)

Phone: (904) 389-0050
Facsimile: (904) 212-1269
www.jimersoncobb.com
info@jimersoncobb.com



Firm Contacts

[Charles B. Jimerson, Esq. -
Managing Partner](#)

[Christopher M. Cobb, Esq.](#)

[Matthew F. Havice, Esq.](#)

[Kelly A. Karstaedt, Esq.](#)

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Client Focus



[Universal Design Solutions, Inc.](#), is a State of Florida
Certified General Contractor,
family-owned and operated.

UDS specializes in: -
Residential and Commercial
Project Management
-Design / Build
-Commercial Build-out
-New construction, including
complete site development
-Remodeling and Handicap
Accessibility Modification

Universal Design Solutions is
committed to supporting and

Florida's Banking Statute of Frauds was enacted in order to curb a 1980's trend of increasing lender liability lawsuits. The enactment of this statute has made it difficult for Plaintiff's to maintain tort based claims that might otherwise flow from the written loan documents. Typically, such claims involve oral promises pertaining to breach of an oral commitment to lend, breach of an oral agreement to refinance an existing loan, breach of an oral agreement to forbear from enforcing contractual remedies or breach of an oral agreement to take certain actions in connection with the underlying loan. By requiring that loan documents be in writing for a borrower to sue a lender on those types of claims, the Banking Statute of Frauds prevents borrowers from pursuing claims based upon oral representations or understandings. The effect of the Banking Statute of Frauds is to bar tort claims that otherwise may have been colorable under common law.

[Click here to read the full bLAWg post.](#)

Additional bLAWg Posts

DETERMINING THE STATUTE OF LIMITATIONS PERIOD FOR ENFORCING A FOREIGN JUDGEMENT IN FLORIDA

By: [Kelly A. Karstaedt, Esq.](#)

The Constitution of the United States of America is the ultimate authority which allows foreign judgments to be domesticated in Florida. Judgments of any other state in the union may be domesticated in Florida, but its statute of limitations varies depending on how and why a petitioner is seeking enforcement. This article will articulate the two methods of enforcing a foreign judgment in Florida and the different statutes of limitations attached to each method.

Click [here](#) to read the full bLAWg post.

J&C Service Spotlight: Corporate Formation, Transactions and Operation



Jimerson & Cobb will walk you through all the important considerations of business start-up, including choice of entity, ownership agreements, employee concerns, management structure and exit strategies. Jimerson & Cobb provides legal advice, document drafting and representation of businesses, corporations, partnerships, incorporators, shareholders, directors, employees, partners, officers, buyers, sellers, lenders and borrowers in Florida regarding the following business and corporate legal matters:

- Formation and maintenance of corporation (incorporation, articles of incorporation, bylaws, minutes, resolutions, amended articles, amended bylaws and reinstatement)

giving back to the community. UDS is a supporter and volunteer for Northeast Florida Builders Association [Builder's Care](#) network, a non-profit organization aimed at helping rebuild for the underprivileged and elderly community to maintain a better and safe way of life.

Jimerson & Cobb is very proud and thankful to represent Universal Design Solutions and wishes it continued success and growth throughout 2012.

Results Driven

*Jimerson & Cobb attorneys obtained summary judgment in two separate matters for Nassau County building supply company and its principal.

*Jimerson & Cobb attorneys audited and revised corporate, construction contracting, human resources and credit forms and policies for commercial construction product supplier.

*Jimerson & Cobb attorneys obtained full payment in excess of \$39,000 in satisfaction of mortgage on property, including interest and fees associated with failure of individuals to make payments on note.

*Jimerson & Cobb attorneys advised commercial materials supplier how to toll statute of limitations on construction dispute with quickly approaching claims expiration.

*Jimerson & Cobb attorneys negotiated settlement payment against a defunct Florida corporation on behalf of a nursery supply company.

*Jimerson & Cobb attorneys defended paving contractor against contract breach claims on basis of substantial offset.

Formation of limited liability company LLC (articles of organization, operating agreements, minutes)

- Formation of partnership (partnership agreement)
- Asset protection planning, bankruptcy, creditor debtor negotiations, collections
- Dissolution of corporation (articles of dissolution, termination agreement and disputes)
- Dissolution of partnership (termination agreement, winding up and disputes)
- Sale and purchase of business (due diligence, contract for sale and purchase, bill of sale, assignment and closing)
- Legal questions in business operations (legal questions and answers that arise in operating all kinds of businesses, such as manufacturers, lenders, construction contractors, franchisees, etc).
- Prevention of legal problems (preventative legal advice, legal document review, legal checklists)
- Fictitious name (registration and litigation of fictitious name)
- Contract drafting and review (sale, purchase, exchange, goods, services, employment, consultant, independent contractor, agency, advertising, broker, commission, arbitration, assignment, licenses, construction, building, subcontract, guaranty, warranty, indemnification, release and bill of sale)
- Loan documentation (promissory note, mortgage, security agreement, UCC filings, loan agreements and closing statements)
- Account collection, breach of contract suits, creditor and debtor disputes
- Copyright, trademark, trade dress, trade secrets and intellectual property

For more information about our practice, or to discuss your legal concerns with a lawyer who understands corporate law, [contact](#) our offices today.

*Jimerson & Cobb attorneys successfully negotiated settlement of claim for damages associated with water intrusion from client's condominium to lower unit owner in matter where client's insurance carrier denied coverage for claimed damages.

*Jimerson & Cobb attorneys assisted franchisor in obtaining full balance payment of back royalty fees from multiple out-of-business franchisees.

*Jimerson & Cobb attorneys mobilized on short notice to file unfair competition and misappropriation of trade secrets lawsuit, temporary injunction motion and related discovery to enjoin former Member from diverting confidential information and business sources from government business development consulting firm.

*Jimerson & Cobb attorneys successfully negotiated the cleanup of client's property following illegal dumping by scrap metal and waste removal company.

Industry News

A VIEW INSIDE THE NEW DUVAL COUNTY COURTHOUSE

Take a photo tour of the Duval's new [courthouse](#), scheduled to open to the public on Monday, June 18, 2012.

7 BIG QUESTIONS TO EXPECT AT SHAREHOLDER MEETINGS

The seven questions you should [expect to be asked](#) by shareholders at your next shareholders meeting.

FOREIGNERS SNAP UP PROPERTIES IN THE U.S.

Continued slide of U.S. housing market and the rise of various foreign currencies leads to [large increase in foreign investor purchases](#) of U.S. homes. Purchases up 24 percent over last year.

HOME REFINANCING BOOSTS FLORIDA, NEVADA: ECONOMY HARP, [Home Affordable Refinance Program](#), benefits Florida and Nevada, two states hit hardest by continued housing slide.

FORMER MAYORS, COUNCIL PRESIDENTS VOICE SUPPORT FOR DISCRIMINATION BAN

Former Jacksonville City Counsel Presidents and two former Jacksonville Mayors speak in support of proposed bill to [ban discrimination](#) based on sexual orientation.

Join Our Mailing List!

THE MOST ANNOYING, PRETENTIOUS AND USELESS BUSINESS JARGON

What was once insider jargon used by few to show business knowledge and savvy has [become so commonplace](#) its use can be viewed as a lack of institutional knowledge and as a sign of the inability to identify issues outside the obvious.

JACKSONVILLE AMONG TOP METROS FOR STORM-SURGE RISK

According to a recent study, [Jacksonville ranks ninth](#) among U.S. metropolitan areas in the damage caused by a Category 5 hurricane, despite a lack of history in direct hits. Such a storm would cause more than \$18 billion in damage and could impact more than 127,000 properties.

COULD PSS LEASE BECOME THE NEXT EVERBANK DEAL?

PSS World Wide Medical's [expiring suburban Jacksonville lease](#) has commercial realtors in the area salivating with their need for approximately 200,000 square feet of space. Some wonder if this could become the next EverBank deal for Jacksonville.

IT'S NEVER TOO EARLY TO START PROTECTING TRADE SECRETS AND IP

When employees and companies part ways, [complicated ownership disputes can arise](#) over trade secrets and other confidential company information. Protect your company's information from the get go.

HOW COMPANIES GET THE HIGHEST POSSIBLE PRODUCT PRICES

Do you ask too much for your products or services? Too little? These are some of the most [effective pricing strategies](#) to improve your bottom line.

NAS JACKSONVILLE PLANS MORE THAN \$130 MILLION IN NEW CONSTRUCTION

NAS Jacksonville plans \$190 million in [construction projects](#), \$130 million in new construction alone.

J&C Firm News

*Charles Jimerson & Chris Cobb donned their best sombreros to tee off in the NEFBA East West Partners Spring Fling Golf Tournament on May 21 at Eagle Landing Golf Club. They may not have taken home a trophy, but the photographic evidence below proves they had a great time.



*Baby boy Jimerson has arrived! Charlie and his wife, Ashley, welcomed their new little bundle of joy on May 31. Ford Miller Jimerson weighed in at 7 lbs. 3 oz. and 19.5 inches. Big sister Lila loves her little brother!



*J&C has now settled into its expanded office space, leaving us with more than 7,000 square feet of office space. We will be hosting open house soon, so stay tuned for more information on the soiree.

*Be on the lookout for the upcoming rollout of J&C's new website! We are currently working with a design firm in Fort Lauderdale to create a brand new, mobile and user-friendly site that will better represent our firm. We expect to launch sometime this summer.

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Jimerson & Cobb, P.A.
Client focused. Results driven.

Riverside Center, 701 Riverside Park Place, Suite 302, Jacksonville, FL 32204
Telephone (904) 389-0050 | Facsimile (904) 212-1269
www.jimersoncobb.com

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