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ARTICLES OF ORGANIZATION OF
UTILITY SERVICE ALLIANCE, LLC

16 FEB -5 PM 2:11

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **UTILITY SERVICE ALLIANCE, LLC**, and its principal office shall be located at 25541 Lake Lindsey Rd., in the City of Brooksville, County of Hernando, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be 25541 Lake Lindsey Rd., Brooksville, FL 34601.

34601

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The primary purpose is providing utility transfer services, including, but not limited to, utility pole removal.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

**ARTICLE III
EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV
MANAGEMENT**

This limited liability company shall be managed by one or more managers. The name and address of the initial managers who shall serve until a successor is elected and qualified is as follows:

Donny H. Harrelson
P. O. Box 153
Inverness, FL 34451

Robert John Noa, Jr.
25541 Lake Lindsey Rd.
Brooksville, FL 34601

**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$100.00 cash, property, or services rendered shall be paid to the limited liability company by each member in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the member(s). Member(s) will make contributions in equal shares.

**ARTICLE VII
PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits according to their pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations. The distributive share of the profits shall be determined and paid to the members as soon as practicable after the close of each fiscal year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business according to each member's pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations.

**ARTICLE VIII
DURATION**

This limited liability company shall have perpetual existence, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 25541 Lake Lindsey Rd., in the City of Brooksville, County of Hernando, State of Florida, and the name of the company's initial registered agent at that address is ROBERT JOHN NOA, JR. 34601

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **UTILITY SERVICE ALLIANCE, LLC**.

Executed by the undersigned at Inverness, Florida, on February 15th, 2016.

UTILITY SERVICE ALLIANCE, LLC

MEMBERS:

Donny H. Harrelson
Robert John Noa, Jr.

Donny H. Harrelson
DONNY H. HARRELSON, Managing Member

Robert John Noa, Jr.
ROBERT JOHN NOA, JR., Managing Member

**STATE OF FLORIDA
COUNTY OF CITRUS**

The foregoing instrument was acknowledged before me this 15th day of February, 2016, by DONNY H. HARRELSON, Managing Member, UTILITY SERVICE ALLIANCE, LLC, who is personally known to me or ✓ has produced Florida Drivers License as identification.

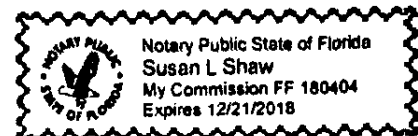
Susan L Shaw
Notary Public



**STATE OF FLORIDA
COUNTY OF CITRUS**

The foregoing instrument was acknowledged before me this 3rd day of February, 2016, by ROBERT JOHN NOA, JR., Managing Member, UTILITY SERVICE ALLIANCE, LLC, who is personally known to me or ✓ has produced Florida Drivers License as identification.

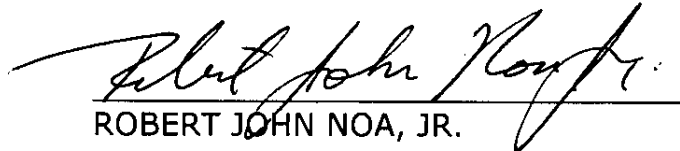
Susan L Shaw
Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for **UTILITY SERVICE ALLIANCE, LLC**, at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: February 3, 2016.


ROBERT JOHN NOA, JR.

LAW OFFICES

HAAG, FRIEDRICH & WILLIAMS, P.A.

452 PLEASANT GROVE ROAD
INVERNESS, FLORIDA 34452

JEANNETTE M. HAAG**
JOHNNYE L. FRIEDRICH*
LARRY M. HAAG*
TANYA M. WILLIAMS

TELEPHONE: (352) 726-0901
FACSIMILE: (352) 726-3345

*CERTIFIED CIRCUIT COURT MEDIATOR
*BOARD CERTIFIED CITY, COUNTY AND
LOCAL GOVERNMENTAL LAW
*ADMITTED TO OKLAHOMA BAR

February 3, 2016

New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization for UTILITY SERVICE ALLIANCE, LLC

Dear Sir/Madam:

Enclosed please find the original Articles of Organization for filing with your office. Also, enclosed is our firm's check in the amount of \$125.00 for the filing fee.

Please forward the letter of acknowledgment to the undersigned, Larry M. Haag, Esq., HAAG, FRIEDRICH & WILLIAMS, P.A., 452 Pleasant Grove Rd., Inverness, FL 34452.

Thank you for your assistance in this matter. If you have any questions or need additional information, please contact our office.

Cordially,

HAAG, FRIEDRICH & WILLIAMS, P.A.

By: 

LARRY M. HAAG

LMH/ss

Encl.