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PLEASE REPLY TO:  
POST OFFICE BOX 3686  
VERO BEACH, FLORIDA 32964

January 8, 1998

\*BOARD CERTIFIED REAL ESTATE LAWYER  
\*\*ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

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-01/12/98--01032--006  
\*\*\*337.50 \*\*\*337.50

Department of State, Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Amocal, L.C.

CM

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98 JAN 12 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find the following original documents for filing:

1. Articles of Organization of Amocal, L.C.
2. Affidavit of Organization
3. Acceptance of Registered Agent

I am also enclosing this firm's check in the amount of \$337.50 for the payment of same.

Please forward the certified copy of the Articles to the undersigned at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,  
*M. Garavaglia (jlw)*  
Michael J. Garavaglia

MJG:jlw  
Enclosures

**ARTICLES OF ORGANIZATION**  
**OF**  
**AMOCAL, L.C.**  
**A Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be AMOCAL, L.C., and its principal place of business shall be in the City of Vero Beach, County of Indian River, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**

**PURPOSES AND POWERS**

The general nature of the business or business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 herein set forth 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 the 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 thereof, 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 herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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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 herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or business 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III

#### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of ONE THOUSAND DOLLARS (\$1,000.00) and ONE HUNDRED SEVENTY TWO THOUSAND FIVE HUNDRED DOLLARS (\$172,500.00) in property shall be paid to the limited liability company by ORANGE STATE OIL COMPANY and capital contributions in the amount of ONE THOUSAND DOLLARS (\$1,000.00) and ONE HUNDRED SEVENTY TWO THOUSAND FIVE HUNDRED DOLLARS (\$172,500.00) in property shall be conveyed to the limited liability company by JAMES W. STEIL, INC. Additional

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contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

#### ARTICLE IV

##### PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to their pro rata share of the net profits based on their respective contributions to capital 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. The distributive share of the profits shall be determined and paid to the members as the Managing Members may so direct, but not later than December 31st of each 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.

#### ARTICLE V

##### LIMITED LIABILITY COMPANY 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 VI

##### DURATION

This limited liability company shall have perpetual existence.

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**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be at 1976 82nd Avenue, Vero Beach, Florida 32966, County of Indian River, State of Florida.

**ARTICLE VIII**

**MANAGEMENT**

This limited liability company shall be managed by the following two (2) Managers. The names and addresses of the members who shall serve as such until the first annual meeting of members or until their successors are duly qualified are as follows:

*pg 6-41620*  
Orange State Oil Company  
1976 82nd Avenue  
Vero Beach, FL 32966

*407997*  
James W. Steil, Inc.  
1033 Miracle Mile  
Vero Beach, FL 32960

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**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

**ADDRESS OF ORGANIZER**

The address of the initial registered office of the limited liability company and of the Organizer is 1976 82nd Avenue, City of Vero Beach, County of Indian River, State of Florida, and the name of its initial registered agent at such address is Orange State Oil Company.

**ARTICLE X**

**RESTRICTIONS ON MEMBERSHIP**

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 the members.

Upon 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 upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of AMOCAL, L.C.

Executed by the undersigned at Vero Beach, Florida on December 22, 1997

ORANGE STATE OIL COMPANY

By: F. Lee Thorne  
Title: C. E. O. - Partner

JAMES W. STEIL, INC.

By: James W. Steil  
Title: Pres.

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TALLAHASSEE, FLORIDA  
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STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of December, 1997,  
by F. Lee Thorne, who is personally known to me or who has produced  
\_\_\_\_\_ as identification.

MARGARET J. AVERILL  
Notary Public, State of Florida  
My Commission Expires July 22, 2001  
COMM. #CC661594

Margaret J. Averill  
Notary Public  
Name: Margaret J. Averill  
State of Florida at Large  
My Commission expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of December, 1997,  
by JAMES W. STEIL, who is personally known to me or who has produced  
\_\_\_\_\_ as identification.



PATRICK T. COPELAND  
My Comm Exp. 2/05/2001  
Bonded By Service Ins  
No. CC619165  
 Personally Known  Other ID

Patrick T. Copeland  
Notary Public  
Name: PATRICK T. COPELAND  
State of Florida at Large  
My Commission expires: 2/05/01

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**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

ORANGE STATE OIL COMPANY, an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization

**AMOCAL, L.C.**

is familiar with and accepts the obligations of the position of registered Agent under Section 608.415, Florida Statutes.

ORANGE STATE OIL COMPANY

By: Patrick T. Copeland

Patrick T. Copeland, President

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**AFFIDAVIT  
OF ORGANIZATION  
AMOCAL, L.C.  
a Florida Limited Liability Company**

COMES NOW the undersigned, a member of AMOCAL, L.C., a Florida Limited Liability Company, who first being duly sworn, files this Affidavit as to the organization of the Company, and states as follows:

1. The Company has at least two (2) Members:

Patrick T. Copeland, President  
Orange State Oil Company  
1976 82nd Avenue  
Vero Beach, FL 32966

James W. Steil, President  
James W. Steil, Inc.  
1033 Miracle Mile  
Vero Beach, FL 32960

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Additional Members will be admitted in the future.

2. The actual cash contributions to the Company as of its date of organization is equal to TWO THOUSAND DOLLARS (\$2,000.00).

3. The agreed value of property other than cash contributed by the Members to the Company is THREE HUNDRED FORTY FIVE THOUSAND DOLLARS (\$345,000.00).

4. The total amount of cash and other property anticipated to be contributed to the Company is THREE HUNDRED FORTY SEVEN THOUSAND DOLLARS (\$347,000.00).

IN WITNESS WHEREOF, I set my hand and seal this 22<sup>nd</sup> day of December, 1997.

ORANGE STATE OIL COMPANY

By: *J. Lee Thorne*  
Title: *CEO - Partner*

