

Verina, Lawrence & Piscitelli
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10356

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

L00-10356
 8/29

FILED
 00 AUG 29 1997
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 10:36



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 25, 2000

VEZINA, LAWRENCE & PISCITELLI

TALLAHASSEE, FL

SUBJECT: MATERIAL RESOURCES, L.L.C.
Ref. Number: W00000020977

We have received your document for MATERIAL RESOURCES, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 100A00045644

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF MATERIAL RESOURCES, L.L.C.

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 Material Resources, L.L.C., and its principal office shall be located at 1200 Weston Road, 2nd Floor in the City of Weston, County of Broward, 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 is 1200 Weston Road, 2nd Floor, Weston, FL 33326.

ARTICLE II

PURPOSE 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 Florida law.
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, 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 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.

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**STATEMENT DESIGNATING REGISTERED AGENT OF MATERIAL RESOURCES,
L.L.C. AND ACCEPTANCE OF DESIGNATION**

State of Florida)
County of Broward)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered agent in the State of Florida:

The name of the limited liability company is Material Resources, L.L.C.

The name of the registered agent for Material Resources, L.L.C. is Rudy Gray and the street address of the company's principal office where the agent is located is 1200 Weston Road, 2nd Floor, Weston, Florida 33326.

This statement is to acknowledge that, as indicated above, Material Resources, L.L.C. has appointed me, Rudy Gray, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

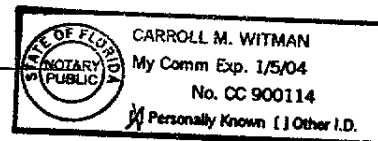
Dated this 18th day of AUGUST, 2000.

(Member)
Rudy Gray (Registered Agent)

The foregoing instrument was acknowledged before me this 18th day of AUGUST, 2000, by RUDY GRAY [name of acknowledging agent], agent on behalf of Material Resources, L.L.C., a limited liability company. The acknowledging agent is personally known to me.

Carroll M. Witman
(Signature)

(Print)



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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 others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be contrary to the laws of the State of Florida.

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 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

Management of this limited liability company is reserved to its members. The number of

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managing members constituting its original board is one (1), whose name and address is Stephen W. Smith, 1200 Weston Road, 2nd Floor, Weston, Florida.

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 \$15,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members 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 an equal distributive share of the profits. The distributive share of the profits may be determined and may be paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being May 1, 2000.

(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 VIII

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INDEMNIFICATION

The limited liability company shall indemnify its offices, managing members, members and authorized agents for all liability incurred directly, indirectly or incidentally to services performed for the company to the fullest extent permitted under Florida law.

ARTICLE IX

DURATION

The duration of this limited liability company is perpetual and shall exist 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 1200 Weston Road, 2nd Floor City of Weston, County of Broward, State of Florida, and the name of the company's initial registered agent at that address is James Rudy Gray.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Article of Organization of Material Resources, L.L.C..

Executed by the undersigned at Weston, Florida on this 16 day of Aug., 2000.

By: Stephen W. Smith (Member)
Stephen W. Smith Pres.

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