



# L010000010274

ACCOUNT NO. : 072100000032

REFERENCE : 198464 125630A

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 155.00

ORDER DATE : June 25, 2001

ORDER TIME : 2:27 PM

ORDER NO. : 198464-005

CUSTOMER NO: 125630A

CUSTOMER: Mr. Jack E. Owens  
J. E. Owens & Company, C.p.a.

2731 Silver Star Road  
Suite 100  
Orlando, FL 32808

800004439928--7

DOMESTIC FILING

NAME: COG INDUSTRIES LIMITED  
LIABILITY COMPANY

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carla E. Lohi - EXT. 1132

EXAMINER'S INITIALS:

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AND  
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RECEIVED  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

*10-25-01*

## **Limited Liability Company Articles of Organization**

We, the undersigned, who intend to form and create a Limited Liability Company, PURSUANT TO THE Statutes of the State of Florida, do hereby state and certify the following:

1. The name of the Liability Company shall be COG INDUSTRIES LIMITED LIABILITY COMPANY.
2. The registered office of the company is located at 2731 Silver Star Road, Orlando, Florida 32808; its registered agent is Jack E. Owens, for service of process.
3. The principal place of business and mailing address of the Company is located at 2731 Silver Star Road, Orlando, Florida 32808.
4. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the above named State.
5. The company shall have a duration of 30 years and it shall dissolve at the end of said time frame.
6. Indemnification.
  - a. The company shall indemnify any person who is or was a party, who threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or a least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was

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unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.

- b. The forgoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.
- c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.
7. *Composition of management.* The management of the Company will be vested in a board of managers, consisting of a number not more than four, designated in accordance with the terms of the company operating agreement. Therefore, the Company is a manager-managed company.
8. The names and addresses of the Managers of the Company are as follows:

Managers	Address
Jack E. Owens	2731 Silver Star Road Orlando, Florida 32808

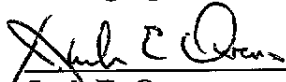
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9. The amount of capital each Member has contributed or has agreed to contribute:

Member	Capital Agreed To Contribute
Jack E. Owens	\$ 1,000.00
Ferd B. Sebastian, III	\$ 1,000.00
Jan L. Sebastian	\$ 1,000.00

10. The company shall have the right to add additional Members according to the terms of the Operating Agreement.
11. The Members may only discontinue business upon an event of dissolution only according the terms of the Operating Agreement.
12. The company shall be initially organized with at least two Members.

Managing Member

  
Jack E. Owens

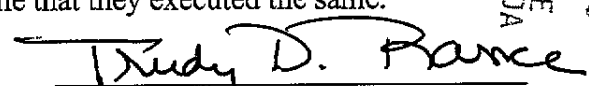
Members

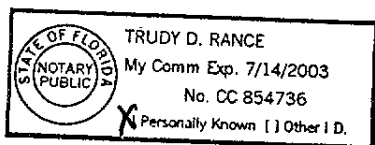
  
Ferd B. Sebastian, III

  
Jan L. Sebastian

STATE OF FLORIDA  
COUNTY OF ORANGE

On the 13 th day of June, 2001, personally appeared before me Jack E. Owens, Ferd B. Sebastian, III, and Jan L. Sebastian, the signers of the within instrument, who duly acknowledged to me that they executed the same.

  
Notary Public



4505 I Landing Dr Orlando FL 32808  
Residing at:

7/14/2003  
My commission expires:

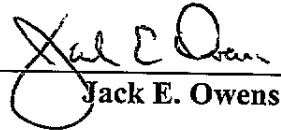
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### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company, at the place designated in the Articles of Organization, I hereby accept the 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 as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
Jack E. Owens

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