

# LO1000016253

Phillip W. Hagen  
140 Primo Drive  
Fort Myers Beach, FL 33931

September 13, 2001

By overnight mail

Registration Section  
Division of Corporations  
409 East Gaines St.  
Tallahassee, FL 32399

9/18

MJH

500004597685--4  
-09/19/01--01008--004  
\*\*\*\*130.00 \*\*\*\*130.00

Re: Registration of SUPERIOR ECUADOR IMPORTERS, LLC

Dear Sir or Madam,

Please find enclosed the following:

- 1) A check for \$ 130.( \$100 filing fee for Articles of Organization, \$25. Designation of registered agent and \$5 for certificate of status);
- 2) Articles of Organization of SUPERIOR ECUADOR IMPORTERS, LLC(two copies);
- 3) Designation of registered agent(two copies).

Please return the free letter of acknowledgement and the certificate of status to the above address.

Thank you,

*Phillip W. Hagen, Managing Member, Superior Ecuador*  
Phillip W. Hagen  
Managing Member  
*Importers, LLC*

FILED  
01 SEP 18 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION OF SUPERIOR ECUADOR IMPORTERS, LLC

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

### **ARTICLE I: NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this limited liability Company shall be SUPERIOR ECUADOR IMPORTERS, LLC (hereinafter "SUPERIOR"), and its principal office shall be located at 140 Primo Drive, Fort Myers Beach, Lee County, Florida 33931

### **ARTICLE II: POWERS AND PURPOSES**

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

1. To engage in any activity or business authorized under the Florida Statutes.
2. To carry on all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any all things set forth in these Articles to the same extent as a natural person might do.
3. To purchase or acquire, undertake, carry on, improve, or develop, any or all of the business, goodwill, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which SUPERIOR 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 governmental authority, 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 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, individual, or other entity, and 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 laws of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 SEP 18 AM 9:01

FILED

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of these purposes, or the attainment of any these objects, or the furtherance of any of the power set forth in these Articles, providing the same shall not be inconsistent with laws of Florida.

The several clauses contained in this statement of the general nature of the business to be transacted shall be construed as both purposes and powers of SUPERIOR, 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 SUPERIOR to carry on any business, exercise any power, or do any act which a limited liability may not lawfully do under Florida laws.

#### **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 company shall be managed under the direction of, the members of this limited liability company. This Article may be amended in the regulations of the limited liability company by unanimous vote of the members of the limited liability company.

#### **ARTICLE IV: MEMBERS AND MANAGING MEMBER**

The members of SUPERIOR are Phillip W. Hagen, of 140 Primo Drive, Fort Myers Beach, FL 33931 and Warren E. Hagen, of 3318 West Riverside Drive, Fort Myers, FL 33901. Management of this member-managed limited liability company is reserved to its member, Philip W. Hagen, 140 Primo Drive, Fort Myers Beach, Florida 33931.

#### **ARTICLE V: MEMBERSHIP RESTRICTIONS**

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

A member's interest in 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 SUPERIOR, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### **ARTICLE VI: CAPITAL CONTRIBUTIONS**

Warren E. Hagen shall pay an initial capital contribution in the amount of \$10,000 in cash to SUPERIOR upon request by Phillip W. Hagen. Phillip W. Hagen has contributed and pledges to contribute his substantial time and effort to the ongoing running and managing these business enterprises, which are deemed a capital contribution valued at \$30,000. Warren E. Hagen shall make an additional capital

contribution amount of \$25,000 upon the anniversary of the filing of these Articles, if deemed necessary by, and upon the request of, Phillip W. Hagen. Additional contributions will be made as required for other purposes, as determined by unanimous consent of the members.

#### **ARTICLE VII: PROFITS AND LOSSES**

(a) Profit-sharing: The member shall be entitled to the net profits arising from the operation of SUPERIOR that remain after the payment of expenses of conducting the business of SUPERIOR. Each member shall be entitled to the distributive share of the profit specified as follows: 75% to Phillip W. Hagen and 25% to Warren E. Hagen. The distributive share of the profit shall be determined and paid to the members on such payment date as determined by the unanimous consent of the members.

(b) Losses: All losses that occur in the operation of the SUPERIOR's business shall be paid out of the capital of SUPERIOR and the profits of the business, or, if resources are insufficient to cover such losses, by Phillip W. Hagen.

#### **ARTICLE VIII: DURATION**

This limited liability company shall exist until dissolved in the 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 140 Primo Drive, Fort Myers Beach, Lee County, Florida, 33931, and the name of the SUPERIOR's initial registered agent at that address is Phillip W. Hagen.

The undersigned, being the managing member, certifies that this instrument constitutes the proposed Articles of Incorporation of SUPERIOR ECUADOR IMPORTERS, LLC

Executed by the undersigned at Fort Myers Beach, Florida on September 12, 2001.

*Phillip W. Hagen, Managing Member, Superior Ecuador Importers, LLC*  
Phillip W. Hagen, Managing Member  
SUPERIOR ECUADOR IMPORTERS, LLC

**REGISTERED AGENT FOR LIMITED LIABILITY COMPANY**

1. The name of the LLC is SUPERIOR ECUADOR IMPORTERS, LLC, a Florida LLC.
2. The mailing address of the LLC is 140 Primo Drive, Fort Myers Beach, FL 33931.
3. Date of filing/ registration is September 14, 2001.
4. The name of the registered agent and office is: Phillip W. Hagen, 140 Primo Drive, Fort Myers Beach, FL 33931.
5. The street address and business address of the LLC are identical. This address and registered agent is as per the operating agreement of the LLC.

*Phillip W. Hagen, Managing Member / Registered Agent*  
Phillip W. Hagen, Managing Member/Registered Agent

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with all statutes relative to the proper, complete performance of my duties and am familiar with and accept the obligations of my position as reg. agent as provided for in CH 608, F.S.*

*Phillip W. Hagen, Registered Agent*  
Phillip W. Hagen, Registered Agent