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Name  
**STEPHEN A. HOULD**  
Attorney at Law, P.A.  
444 Third Street  
Neptune Beach, Florida 32266

City/State/Zip      Phone #

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Walk in

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☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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QR

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 7, 2001

STEPHEN HOULD  
444 THIRD STREET  
NEPTUNE BEACH, FL 32266

SUBJECT: BY-PRODUCTS MANAGEMENT, L.C.  
Ref. Number: W01000025630

We have received your document for BY-PRODUCTS MANAGEMENT, L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 101A00060458

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
BY-PRODUCTS MANAGEMENT, 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 **By-Products Management, L.C.**, and its principal office shall be located at 1825 LaQuinta Court, Green Cove Springs, County of Clay, State of Florida 32043, which shall also serve as the company's mailing address. The company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**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 distribute merchandise. Incidental thereto, the company may engage in any activity or business authorized under the Florida Statutes and unanimously agreed to by the members of this limited liability company.
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 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.
4. 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.

5. 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 inconsistent with 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, and the business and affairs of this limited liability company shall be managed under the direction of its member managers, Russell B. Gordon, Sr., and Robert P. Williamson. This Article may be amended from time to time by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV. MANAGEMENT**

This limited liability company shall be managed by two managers, Russell B. Gordon, Sr., 1216 Trailwood Drive, Neptune Beach, FL 32266; and Robert P. Williamson, 1825 LaQuinta Court, Green Cove Springs, FL 32043, and shall serve until a successor is chosen and qualified.

### **ARTICLE V. MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members only by unanimous consent of all existing members. 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 and as stated in the Regulations of the limited liability company.

On the 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

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consent of the remaining members.

#### ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 100<sup>00</sup> cash shall be paid to the limited liability company by each of the two (2) members. Additional contributions will be made as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### ARTICLE VII. PROFITS AND LOSSES

The members agree to share income and surplus and losses according to the percentage of their ownership in the limited liability company. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remains after the payment of the expenses of conducting and maintaining the business of the limited liability company.

#### ARTICLE VIII. DURATION

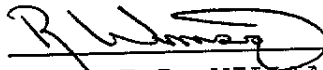
The limited liability company shall exist until dissolved in a manner provided by law or as provided by the Regulations adopted by the members.

#### ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 444 Third Street, Neptune Beach, County of Duval, State of Florida 32266, and the name of the company's initial registered agent at that address is Stephen A. Hould, Esquire.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of **By-Products Management, L.C.**

Executed by the undersigned at Neptune Beach, Duval County, Florida, this 30<sup>th</sup> day of October, 2001.

  
ROBERT P. WILLIAMSON

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TALLAHASSEE, FLORIDA

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