

# W02 0000005708

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March 4, 2002

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-03/06/02--01036--012  
\*\*\*\*130.00 \*\*\*\*130.00

Re: Electromarine, L.L.C.

Dear Sir or Madam:

Please find enclosed the Articles of Organization regarding the above referenced organization, which I am asking you to file. I am enclosing a copy, which I am asking you to date stamp and forward back to my office in the enclosed envelope.

One (1) check in the amount of \$130.00 is enclosed for the filing fees and the certificate. If you should have any questions, please feel free to contact me.

Sincerely,

H. D. ROBUCK, JR., P.A.  
M. Meredith Kirste

*Malissa McConnell*  
Malissa McConnell  
Legal Assistant

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF  
ELECTROMARINE, L.L.C.**

**ARTICLE I – NAME**

- 1.1 The name of this entity is ELECTROMARINE, L.L.C.
- 1.2 The street address of the principal office of the ELECTROMARINE, L.L.C. is 13607 Southridge Industrial Drive, Tavares, Florida, 32778 and the mailing address is the same.

**ARTICLE II - DURATION**

- 2.1 This Limited Liability Company shall have perpetual existence, unless earlier terminated as provided in Section 608.441 (1), Florida Statutes.

**ARTICLE III - PURPOSE**

- 3.1 This Limited Liability Company is organized under Chapter 608, Florida Statutes, for the purpose of transaction any and all lawful business.

**ARTICLE IV – MANAGEMENT**

- 4.1 This Limited Liability Company shall be managed by or under authority of its members in proportion to their contributions to the capital of the Limited Liability Company as adjusted from time to time to properly reflect any additional contributions or withdrawals of the members. The affidavit required by Section 608.407(2), Florida Statutes, is attached hereto as Exhibit "A".

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4.2 The Regulations may establish one or more classes or groups of one or more members having the relative rights, powers and duties, including voting rights, as set forth in the Regulations. The rights, powers or duties of a class or group of members may be senior to those of one or more existing class or groups of members.

All matters of Limited Liability Company management shall be determined by a vote of the Members.

Except as expressly provided in the Regulations, no member shall by reason of holding a membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe to or acquire any additional or greater membership interest in the company (or any security of the company convertible into or carrying such a right).

#### **ARTICLE V – INITIAL REGISTERED OFFICE**

5.1 The street address of the initial registered office of the Limited Liability Company is 13607 Southridge Industrial Drive, Tavares, Florida 32778.

#### **ARTICLE VI – OWNERSHIP INTEREST/TRANSFERABILITY**

6.1 Each member's status as a member of the Limited Liability Company shall be evidenced by a certificate executed by all members of the Limited Liability

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Company. The Limited Liability Company shall maintain a register of its members and the address at which each desires notices and reports to be mailed.

6.2 No member's interest in the Limited Liability Company may be transferred except in strict compliance with this Paragraph and the Regulations. To accomplish a transfer, a member shall give notice of his request for a transfer together with a Transfer Request Fee of \$10.00 payable to the Limited Liability Company. The request for transfer shall designate the identity of the proposed transferee, his official address, and his Social Security number or other identifying federal tax number.

#### **ARTICLE VII – LIMITED LIABILITY**

7.1 Except as and to the extent the Regulations specifically provide otherwise, a member, or agent of the members, shall not be liable for the debts, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order of a court. Any repeal or modification of the Article or the Regulations of the personal liability of a member or agent of the members of the Limited Liability Company at the time of the repeal or modification.

#### **ARTICLE VIII – DEATH/RESIGNATION, EXPULSION, BANKRUPTCY, DISSOLUTION OF A MEMBER, OR OTHER ACT TERMINATING A MEMBER**

8.1 Death, Resignation, Etc. of a Member. If a Member dies, resigns, becomes bankrupt, dissolves, or if the existence of a Member that is a corporation or

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other legal entity terminates (the "Incapacitated Member"), or other act of dissolution occurs under Section 608.441(1), Florida Statutes, the Company shall be dissolved six (6) months after the event unless: (a) The Company is continued by the consent of a majority in interest (as such term is interpreted for purposes of Section 301.7701-2(b)(1) of the Treasury Regulations) of the remaining Members; and (b) Either there are at least two remaining Members, or a new member is admitted to the Company. If the business of the Company is continued, a Majority in Interest of the remaining Members shall elect either to: (i) permit the Incapacitated Member's successor-in-interest to continue as an Assignee or substitute Member, or (ii) cause the Limited Liability Company to redeem the interest of the Incapacitated Member on the terms set forth in the Regulations. If the Incapacitated Member's successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest shall be liable for the Incapacitated Member's obligations arising under this Agreement and the Act. The rights of the Incapacitated Member or his successors-in-interest shall be as set forth in the Operating Agreement of the Limited Liability Company.

## ARTICLE IX – CONFLICTS

9.1 Any contract or other transaction between the Limited Liability Company and one or more of its members or employees in which they are interested, directly or

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indirectly, or between the Limited Liability Company and any corporation or association of which one or more of its members or employees have an interest, directly or indirectly shall be valid for all purposes notwithstanding the presence of the member at the meeting of the members that act upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Limited Liability Company at the time it is authorized by the members. The Section is intended to expand the ability of the Limited Liability Company to conduct business with interested parties and shall not be construed to invalidate any contract of other transaction that would otherwise be valid under the common and statutory law applicable to it.

#### **ARTICLE X – INITIAL REGISTERED AGENT AND OFFICE**

10.1 The name of the initial registered agent of this Limited Liability Company is Robert H. Cunningham, Jr., who has signed a Certificate of Acceptance attached to these Articles of Organization to indicate his acceptance, which Certificate is incorporated herein by reference. The street address of the initial registered office where the registered agent is located is 13607 Southridge Industrial Drive, Tavares, Florida 32778.

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## ARTICLE XI – AMENDMENT OF ARTICLES

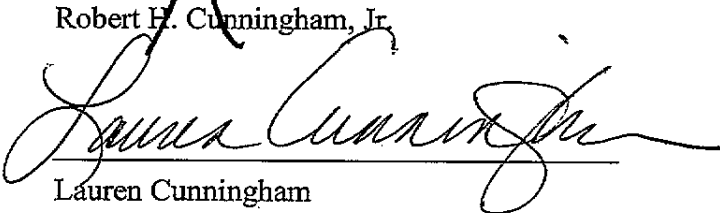
11.1 The Limited Liability Company reserves the right to amend the Articles in any manner now or hereafter permitted by the law, or as provided by the Limited Liability Company's Regulations.

The undersigned affirms under penalties of perjury that the foregoing facts set forth in these Articles are true.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 4th day of March, 2002.

MEMBERS:

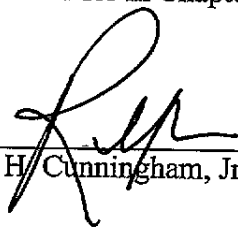
  
\_\_\_\_\_  
Robert H. Cunningham, Jr.

  
\_\_\_\_\_  
Lauren Cunningham

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## CERTIFICATE OF ACCEPTANCE

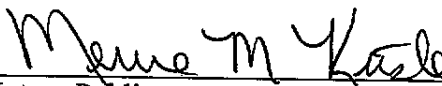
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

  
Robert H. Cunningham, Jr.


State of Florida  
County of Lake

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Robert H. Cunningham, Jr., who is personally known or who produced \_\_\_\_\_ as identification and who did not take an oath, did depose and say that he has affixed his name to the foregoing Certificate of Acceptance, as Registered Agent for said Limited Liability Company, for the purposes therein expressed.

Witness my hand and official seal at County of Lake, State of Florida, this 24 day of March, 2002.

  
Notary Public

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 Merrie M. Kirste  
My Commission CC1000082  
Expires March 20, 2005