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J. BRYAN MAY - 7 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 084370-5017100

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 155.00

ORDER DATE : May 7, 2003

ORDER TIME : 11:30 AM

ORDER NO. : 084370-005

CUSTOMER NO: 5017100

CUSTOMER: Robert W. Bible, Jr., Esq
Lopez & Kelly, P.a.

Suite 500
4600 West Cypress Street
Tampa, FL 33607

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: DELTA SANITATION OF FLORIDA,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

OF

DELTA SANITATION OF FLORIDA, L.L.C.
a Florida Limited Liability Company
Pursuant to Chapter 608, Florida Statutes

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1. **Name.** The name of this limited liability company is "DELTA SANITATION OF FLORIDA, L.L.C." (the "Company").

2. **Purpose.** The purpose of this Company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida.

3. **Duration/Continuation.** The period of this Company's duration shall be perpetual, unless terminated by (i) the unanimous written agreement of all Members; or (ii) at any time there are no Members (subject to application of the provisions of Florida Statute Section 608.441(1)(d), as amended).

4. **Address of Principal Office.** The mailing and street address of the principal office of the Company is: 4600 W. Cypress Street, Suite 500, Tampa, Florida 33607.

5. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this Company is as follows:

Al R. Lopez, Jr., Esquire
4600 W. Cypress Street, Suite 500, Tampa, Florida 33607

6. **Members at Time of Formation.** There will be at least two (2) Members at the time this Company is formed.

7. **Admission of Additional Members.** Additional Members may be admitted only upon the written consent of a majority-in-interest of the Members of the Company.

8. **Right to Continue Business.** So long as the Company continues to have at least one remaining Member (taking into account application of the provisions of Florida Statutes Section 608.441(1)(d) as previously referenced), the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member or the occurrence of any other event which terminates the continued membership of any Member in the Company shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution; provided, however, should application of said Section 608.441(1)(d) or other provisions of Florida Statutes Chapter 608 result in the Company no longer continuing to be classified as a partnership for federal income tax purposes, the last remaining Member, or the

personal or other legal representative of the last remaining Member, as the case may be, may proceed to dissolve and wind up and conclude the business affairs of the Company.

9. **Management of Company.** The Company shall be a "Manager-Managed Company". The management of the Company shall initially be invested in one (1) Manager. The name and address of the Manager who is to serve until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Wallace W. Carter	4600 W. Cypress Street Suite 500 Tampa, Florida 33607

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10. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form as may be prescribed by the Secretary of State of the State of Florida and contain such terms and provisions consistent with Florida Statute 608, shall be approved by a majority-in-interest of the Members and shall be signed and sworn to by all Members of the Company so approving such amendment(s). In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

11. **Operating Agreement.** An initial operating agreement regulating the affairs of the Company and the conduct of its business and governing the relations among the Members, Manager(s) and Company shall be adopted and entered into by the initial Members and the initial Manager. Thereafter, the power to adopt, alter, amend or repeal the operating agreement of Company shall be vested in the Manager of the Company; provided, however, the Members may by unanimous written consent or unanimous vote repeal the operating agreement in its entirety and adopt a new operating agreement.

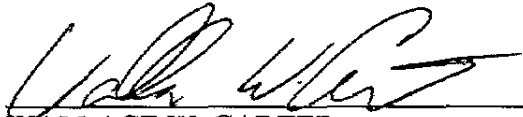
12. **Informal Action by Managers and Members.** Any action of the Manager(s) and/or Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by the Manager(s) and/or all Members who would be entitled to vote upon such action at a meeting (and filed with the Executive Manager of the Company as part of its records).

13. **Contracting Debt.** Except as otherwise provided by Florida Statute Chapter 608, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager.

14. **Transferability of Member's Interest.** An interest of a Member in this Company may only be transferred or assigned to a member of such Member's immediate family as part of such Member's estate plan, or to any other Member of this Company, without consent; otherwise, consent of a majority-in-interest of the Members shall be required for any such transfer or assignment. Unless all of the remaining Members of this Company approve to the contrary by unanimous written consent, the transferee or assignee of the interest of such assignor Member shall have no right to participate in the management of the business and affairs of this

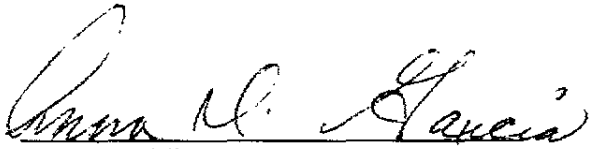
Company and shall not become or exercise any rights or powers of a Member. The transferee or assignee shall be entitled to receive only the share of such profits and losses, to receive such distribution or distributions, and to receive such allocation of income, gain, loss, deduction, or credit or similar item to which that assignor Member was otherwise entitled, to the extent so assigned.

IN WITNESS WHEREOF, the undersigned Member has hereunto set his hand and seal
this 5 day of May, 2003.


WALLACE W. CARTER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Organization were acknowledged before me by **WALLACE W. CARTER**, this 5th day of May, 2003.


Notary Public
State of Florida
My Commission Expires:



Anna I. Garcia
MY COMMISSION # DD015908 EXPIRES
June 3, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

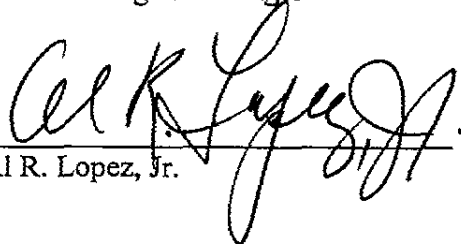
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ALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. **Name.** The name of the limited liability company is **DELTA SANITATION OF FLORIDA, L.L.C.**
2. **Registered Office.** The address of the registered office of the limited liability company is 4600 W. Cypress Street, Suite 500, Tampa, Florida 33607.
3. **Registered Agent.** AL R. LOPEZ, JR., is appointed, and by his signature below accepts appointment, to act as the Registered Agent of DELTA SANITATION OF FLORIDA, L.L.C.

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.


Al R. Lopez, Jr.

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