

L03000057051

Melanie Holmes

(Requestor's Name)

1102 E. Tennessee Street

(Address)

Tallahassee, FL 32305

(Address)

(850) 224-2800

(City/State/Zip/Phone #)

Please call when ready



PICK-UP



WAIT



MAIL

Brown And Brown Atty's. At Law, P.A.

(Business Entity Name)

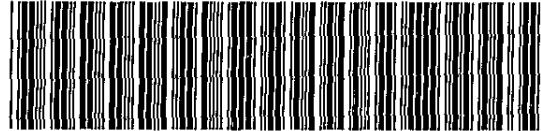
(Document Number)

Certified Copies ✓

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700025718297

12/30/03--01039--019 **155.00

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 DEC 30 PM 1:58

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 30 AM 9:42

FILED

BH

ARTICLES OF ORGANIZATION
OF
H & R CONSTRUCTION, L.C.

PREAMBLE

The undersigned members, JOHN HARMON AND DAVID ROUHLAC, for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended, (F.S.A. Sections 608.401 - 608.514) hereby make, acknowledge, adopt and file the following Articles of Organization For a Florida Limited Liability Company.

ARTICLE ONE

Company Name

The name of this Limited Liability Company shall be **H & R CONSTRUCTION, L.C.**

ARTICLE TWO

Term of Existence

The period of duration for the Limited Liability Company shall be for Seventy-Five (75) years.

ARTICLE THREE

Purposes and Powers

The general purpose for which the Limited Liability Company is organized is to purchase, lease, or otherwise to own trucks, trailers, and any other equipment and real estate for the limited liability company to engage in, conduct and carry on any trade or business in general construction, including but not limited to, carpentry, brick and block laying, concrete finishing, deck construction, installing insulation, painting and any other general construction activity, and to engage in, conduct or carry on any trade or business in construction which requires a license or certification so long as one of the members is licensed in such area of construction and certifies the Company to engage in such construction business or activity. To carry on the general purpose(s) set forth hereinabove, this Limited Liability Company is organized to own, operate, maintain, hold and use, purchase,

FILED
DEC 30 1992
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

construct, establish, lease, or otherwise acquire, mortgage, create security interests in, and sell, or otherwise dispose of or deal with any real estate, trucks, equipment, storage facilities, machine and repair shops, freight, stock and repair yards; and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Limited Liability Company shall have all the powers granted to a limited liability company under the laws of the State of Florida subject to any modifications and limitations as set forth in these Articles of Organization or the Regulations and Operating Agreement duly adopted by the Limited Liability Company and permitted by the laws of the State of Florida.

ARTICLE FOUR

Mailing Address and Address of Principal Office

The street address of the initial principal office of the Liability Company is 1625 Old Mill Road, Chipley Florida 32428.

ARTICLE FIVE

Registered Office and Agent

The name and street address of the registered agent of the Limited Liability Company in the State of Florida is THOMAS J. BROWN, ESQ., Brown and Brown Attorneys at Law, P.A., 1102 East Tennessee Street, Tallahassee, Florida 32308-6912.

ARTICLE SIX

Capital Contributions

The members of the Limited Liability Company shall contribute to the capital of the Limited Liability Company the cash or property set forth in the Affidavit of Membership and Contributions.

ARTICLE SEVEN

Additional Capital Contributions

Each member shall make additional capital contributions to the Limited Liability Company at such times and in such amounts as may be provided for in the Regulations and Operating Agreement adopted by the members of the Limited Liability Company or, in lieu, thereof, only upon the unanimous consent of all the members.

ARTICLE EIGHT
Management

The Limited Liability Company shall be managed by a General Manager and a Co-Manager in accordance with the Regulations and Operating Agreement adopted for the management of the business and affairs of the Limited Liability Company. All managers shall be members of the Limited Liability Company. The General Manager shall be the executive manager and shall have the power to bind the Limited Liability Company and his execution of any and all legal documents, as General Manager, shall be sufficient to bind the Limited Liability Company. The managers of the Limited Liability Company shall be elected annually by a majority vote of the members of the Limited Liability Company. The managers shall be elected at the annual meeting of the members of the Limited Liability Company and shall be installed as managers during such annual meeting. Each member of the Limited Liability Company shall be allowed to nominate himself or herself or another member for each of the manager positions. Each member's vote for each election of a manager shall equal his or her interest (the percentage of ownership) that he or she owns in the Limited Liability Company.

The names and addresses of the initial General Manager and Co-manager who are to serve as managers until the first annual meeting of the members and their successors are elected are, as follows:

	<u>NAME/TITLE</u>	<u>ADDRESS</u>
1.	John Harmon, General Manager	1625 Old Mill Road Chipley Florida 32428
2.	David Rouhlac, Co-Manager	625 Pecan Street Chipley Florida 32428

ARTICLE NINE
Admission of Additional Members
(Transferability of Interests)

No additional members shall be admitted to the Limited Liability Company after the date of the Organizational Meeting except with the unanimous written consent of all the members of the Limited Liability Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Limited Liability Company as set forth in the Regulations and Operating Agreement of the Limited Liability Company, but the transferee shall have no right to participate in the management of the business and affairs of the Limited Liability Company or become a member unless all the other members of the Limited Liability Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. Notwithstanding the foregoing, the members may by the written consent of all of the members of the Limited Liability Company change the terms and conditions for the admission of additional members in the Regulations and Operating Agreement for the Limited Liability Company.

ARTICLE TEN
Members Rights to Continue Business

The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Limited Liability Company, unless the business of the Limited Liability Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR CHAPTER 608, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

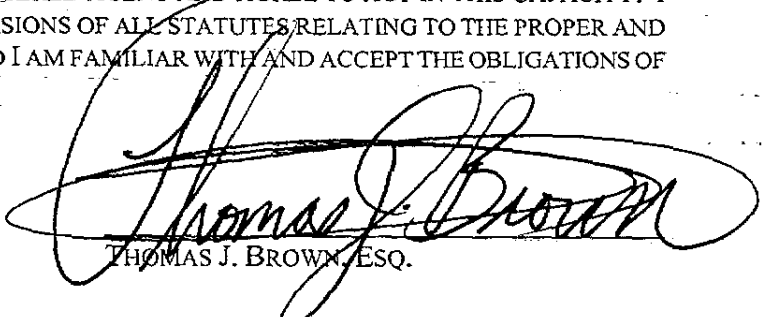
1. The name of the limited liability company is:

H & R CONSTRUCTION, L.C.

2. The name and address of the registered agent and office is:

**THOMAS J. BROWN, ESQ.
BROWN AND BROWN
ATTORNEYS AT LAW, P.A.
1102 East Tennessee Street
Tallahassee, Florida 32308-6912**

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.

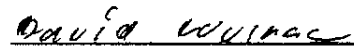

THOMAS J. BROWN, ESQ.

DATE: Dec. 24, 2003

Notwithstanding the foregoing, the members may change the terms and conditions for the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company in the Regulations and Operating Agreement for the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 24 day of December, 2003.


JOHN HARMON, MEMBER


DAVID ROUHLAC, MEMBER

Prepared by:

Thomas J. Brown, Esq.
BROWN AND BROWN
ATTORNEYS AT LAW, P.A.
1102 East Tennessee Street
Tallahassee, Florida 32308-6912
(850) 224-2800