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## GREGORY S. PARKER, P.L. ATTORNEY AT LAW

315 West Green Street • P.O. Drawer 509 • Perry, Florida 32348 Phone 850-223-1990 • Fax 850-223-1991 • gsparker@gp-attorney.com

December 22, 2003

Ms. Diane Cushing Corporate Specialist Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: Johnnie White Sanitation, LLC

Articles of Organization

Dear Ms. Cushing:

Please find enclosed the original and one copy of the Articles of Organization of Johnnie White Sanitation, LLC. I have enclosed a check in the amount of \$125.00 covering the filing fee.

Should you have any questions regarding the foregoing, please do not hesitate to call. Thank you for your assistance in this matter.

Sincerely,

Melanie A. Vaughn Legal Assistant

Enclosures

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### ARTICLES OF ORGANIZATION OF JOHNNIE WHITE SANITATION, LLC

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 JOHNNIE WHITE SANITATION, LLC, and its principal office shall be located at 401 Stevens Street, in the City of Steinhatchee, County of Taylor, State of Florida, but it 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 engage in any activity or business authorized under the Florida Statutes.
- 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 purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company 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 of any domestic or foreign states 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.
- 5. 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 aw while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and performing any service under contract or otherwise for any corporation, joint stock company, associations 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.
- 6. 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, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose name and addresses are as follows:

JOHNNIE A. WHITE – Post Office Box 4, Steinhatchee, Florida 32359

JESSIE A. WHITE - Post Office Box 4, Steinhatchee, Florida 32359

#### ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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 written consent of 90% share of its 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 the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### ARTICLE VII. PROFITS AND LOSSES

(a) *Profit Sharing*. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

JOHNNIE A. WHITE -90%

JESSIE A. WHITE - 10%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

JOHNNIE A. WHITE -90%

JESSIE A. WHITE - 10%

#### ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a 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 401 Stevens Street, City of Steinhatchee, County of Taylor, State of Florida, and the name of the company's initial registered agent at that address is:

JOHNNIE A. WHITE – 401 Stevens Street, Steinhatchee, Florida 32359

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of JOHNNIE WHITE SANITATION, LLC.

Executed by the undersigned at Perry, Florida on the 22 day of December, 2003.

OHNNIE A. WHITE

TESSIE A WHITE

#### **ACCEPTANCE BY AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation 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 may duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Resident Agent