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DIVISION OF REGISTRATION

04 JUN 14 AM 11:53

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04 JUN 14 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR
BR

CAPITAL CONNECTION, INC.

477 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLAHASSEE, FLORIDA

Wellman Limited Co

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☒ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 14, 2004

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: WELLMAN LIMITED COMPANY
Ref. Number: W04000022852

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04 JUN 14 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for WELLMAN LIMITED COMPANY and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$160.00 payment.

Please have the R.A. sign the acceptance statement in on the third page.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 504A00039873

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
04 JUN 15 AM 10:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Organization

For

WELLMAN LIMITED COMPANY

FILED
04 JUN 14 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be Wellman Limited Company, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 700 Eleventh Street South, PH2, Naples, Florida 34102-6777 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the existence of the Company shall terminate no later than 99 (ninety-nine) years from the date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSE AND POWERS

The general purpose for which the Company is organized is to engage in the business of a private investment company and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of Registered Office of the Company is:
417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301

The name and address of the Registered Agent of the Company is:
Capital Connection Inc.,
417 E Virginia Street, Suite 1, Tallahassee, Florida 32301

ARTICLE 7 - MEMBERS

The name and address of the member(s) of the Company is:

Wellington Shield Trustees (NZ) Limited
c/o Jackson Russell
KPMG Centre
9 Princes Street
Auckland, New Zealand

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions, as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 9 - MANAGEMENT

The Company is to be managed by one or more managers and is therefore a manager managed company. The member(s) shall adopt an Operating Agreement for the management of the business and affairs of the company. The first Operating Managers to be appointed in accordance with that Operating Agreement shall be;

Thomas K H Tyrrell, who shall also be President of the Board of Officers of the Company.

Candace B Morrison, who shall also be Treasurer and Vice-President of the Board of Officers.

and the other officers elected by the member(s) shall be;

Martin JS Katz to be Secretary

Mark Omelnitski to be Vice-President

whose addresses shall be the same as the business address of the Company. The Board of Officers shall manage the business and

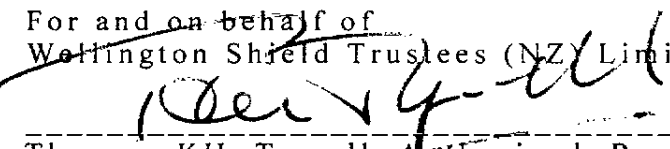
offices of the Company in accordance with the Operating Agreement of the Company, which shall be adopted by the Member(s).

ARTICLE 10 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization for the foregoing uses and purposes, this 2004.

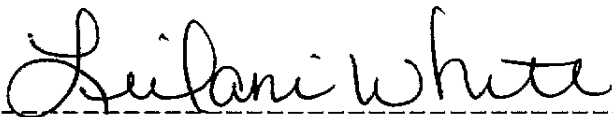
For and on behalf of
Wellington Shield Trustees (NZ) Limited


Thomas KH Tyrrell Authorized Representative
of the Members of Wellman Limited Company

Acceptance of Registered agent Designated in Articles of Organization

Capital Connection, Inc. having a business office identical with the registered office of the Company named above and having been designated as the Registered Agent in the above and foregoing Articles of Organization is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Capital Connection, Inc.



Signature/Registered Agent