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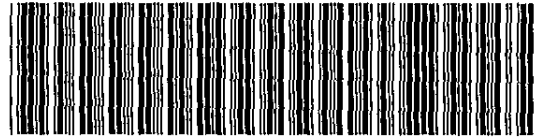
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FLORIDA STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 OCT 29 AM 11:03

RECEIVED

Steven J. Baker, P.A.
Requester's Name

P.O. Box 166
Address

Pensacola FL 32501
City/State/Zip

850-434-3009
Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pence Brothers, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

PENCE BROTHERS, 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

The name of this limited liability company shall be Pence Brothers, LLC, and its principal office shall be located at 4301 Spanish Trail Drive, in the City of Pensacola, Escambia County, 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.

32504

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 state, 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 law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, 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

This limited liability company shall be managed by one manager. The name and address of the persons who shall serve are as follows:

CLYDE M. PENCE
7801 Petersen Point Road
Milton, Florida 32583

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 unanimous written consent of all 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 cash shall be paid to the limited liability company by the two (2) members in equal shares as follows:

<u>Member</u>	<u>Contribution</u>
CLYDE M. PENCE 7801 Petersen Point Road Milton, Florida 32583	\$1,000
THOMAS W. PENCE 7801 Old Branch Avenue, Suite 201 Clinton, Maryland 2073	\$1,000

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 an equal distributive share of the profits or one-half (1/2) of the distributive share of the profits.

(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 equal shares.

ARTICLES 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.

ARTICLES IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

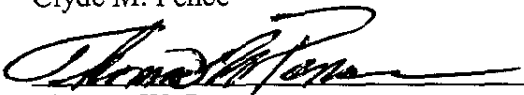
The address of the initial registered office of the limited liability company is 15 West La Rua Street, City of Pensacola, County of Escambia, State of Florida, and the name of the company's initial registered agent is Steven J. Baker.

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

IN WITNESS WHEREOF, these Articles of Organization are subscribed by the undersigned this 22 day of October, 2004.



Clyde M. Pence



Thomas W. Pence

STATE OF FLORIDA

COUNTY OF Escambia

BEFORE ME, the undersigned authority in and for said state and county, personally appeared CLYDE M. PENCE, who is personally known to me and known to me to be the individual described in and who, after taking an oath, executed the foregoing Articles of Organization of Pence Brothers, LLC, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

GIVEN under my hand and official seal this 22nd day of October, 2004.



Patricia P. White
NOTARY PUBLIC Patricia P. White

STATE OF FLORIDA
COUNTY OF Escambia

BEFORE ME, the undersigned authority in and for said state and county, personally appeared THOMAS W. PENCE, who is personally known to me and known to me to be the individual described in and who, after taking an oath, executed the foregoing Articles of Organization of Pence Brothers, LLC, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

GIVEN under my hand and official seal this 28 day of October, 2004.

STEVEN J. BAKER
Notary Public, State of Florida
My comm. exp. June 28, 2008
Comm. No. DD 301895

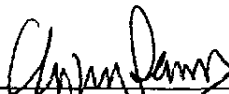
Steven J. Baker
NOTARY PUBLIC


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is
submitted:


That Pence Brothers, LLC, desiring to organize or qualify under the laws of the State of Florida,
with its principal place of business at 4301 Spanish Trail Drive, Pensacola, Florida 32504, and
Steven J. Baker as its agent to accept service within the State of Florida.

Dated: 10/28/04


Clyde M. Pence


Thomas W. Pence

Having been named to accept service of process for the above-named corporation at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper performance of my duties.


STEVEN J. BAKER
Resident Agent