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SEP 21 2012

T. HAMPTON

Hybrid Technical
Requester's Name
P.O. Box 647
Address
Tallahassee FL 32302
City/State/Zip Phone #

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

1. Hybrid Technical Solutions, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
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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

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HYBRID TECHNICAL SOLUTIONS, LLC**

{a Florida for profit limited liability company}

WHEREAS, the date of the filing of the initial Articles of Organization was on 21 September 2005, with the effective date being that same day (i.e., 21 September 2005);

WHEREAS, effective 5 September 2012, CHRISTOPHER A. NEWCOMBE has ceased to be a "member of record" of the limited liability company;

WHEREAS, the limited liability company will continue in business under its name, HYBRID TECHNICAL SOLUTIONS, LLC, with WILLIAM A. NILSON being a one percent (1%) member/equity interest owner and JONATHAN C. NILSON being a ninety-nine percent (99%) member/equity interest owner, effective 5 September 2012;

WHEREAS, the members now desire to make various and numerous changes to its Articles of Organization; and

WHEREAS, the following restated articles of organization were duly executed and are being filed with the Florida Department of State in accordance with Section 608.411, Florida Statutes.

NOW, THEREFORE, the undersigned being all of the members of the LLC, hereby consent to the following AMENDED AND RESTATED ARTICLES OF ORGANIZATION, reflecting (among other things) the new address and new registered agent name of the LLC, as well as the revised owners and/or members thereof.

ARTICLE I. NAME AND ADDRESS

The name of this **limited liability company** (which is hereinafter called "**the Limited Liability Company**") and the mailing and street address of its office shall be:

HYBRID TECHNICAL SOLUTIONS, LLC

P.O. Box 647
Tallahassee, Fl 32302

710-9 N. Gadsden Street
Tallahassee, Florida 32303

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ARTICLE II. PURPOSE

Section 1. In addition to the powers authorized by the laws of the State of Florida, the purposes for which the Limited Liability Company is formed are:

- (a) **To provide information technology services, including without limitation computer maintenance and repair, computer related services, computer related consulting services, computer hardware and software solutions and technical assistance and support services;**
- (b) To have one or more offices in the State of Florida or in any other state, territory or country; to carry on any and all of the operations and businesses of said limited liability company without restriction or limit; to incur indebtedness;
- (c) To act as an agent, nominee, attorney-in-fact, general partner for, and/or perform any service for, any person(s), partnership(s), corporation(s), firm(s), syndicate(s), association(s) or other entity(ies) or person(s) in any capacity to extend the interest of the Limited Liability Company;
- (d) **To transact any other lawful business under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, including providing for and to its members the privileges, rights, and immunities of limited liability companies for profit;**
- (e) To have the powers necessary to carry out its business and affairs as set forth in **Chapter 608, including but not limited to Section 608.404, Florida Statutes**, as amended; and/or
- (f) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, as the foregoing activities are merely examples and not limitations; and nothing herein shall be deemed as prohibiting the Limited Liability Company from extending its activities to any related or otherwise lawful business, **provided that the privileges, rights, and immunities of limited liability companies for profit applies.**

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Section 2. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting the Limited Liability Company to carry on any business, exercise any power or do any act which a limited liability company may not lawfully carry on, exercise or do under Florida Laws. These Articles should be construed so as to provide its members with all the limitations on liabilities, as more fully set forth in Chapter 608, including but not limited to Sections 608.4227, 608.4228 and 608.462, Florida Statutes.

ARTICLE III. DURATION

The Limited Liability Company shall not have perpetual existence, but rather shall exist until *December 31, 2080*, or until dissolved in an earlier manner provided by law or as provided in the Operating Agreement adopted by the members from time to time.

ARTICLE IV. CAPITAL CONTRIBUTIONS

The initial total capital contributions to the Limited Liability Company were made at the time of inception by the founding members. **Additional contributions may be made as required for investment purposes, as more fully set forth in the Limited Liability Company's Operating Agreement.** Members shall make contributions in proportion to the members' relative capital accounts, except as otherwise provided in the Operating Agreement.

ARTICLE V. MANAGEMENT RESERVED TO THE MEMBERS

Section 1. Unless otherwise provided in the regulations/operating agreement, management of this limited liability company is reserved to its members, initially consisting of **two (2) members**, whose names and addresses are as follows:

<u>Name</u>	<u>Ownership Interest</u>
JONATHAN C. NILSON 710-9 N. Gadsden Street Tallahassee, Florida 32303	99%
WILLIAM A. NILSON 6543 Man O War Trail Tallahassee, Florida 32309	1%

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TALLAHASSEE, FLORIDA

Section 2. All members shall be entitled to vote on all matters relating to the Limited Liability Company. Unless otherwise provided in these Articles or regulations/operating agreement, each such vote shall be weighted in proportion to the members' relative capital accounts; however, in the event the capital account of every member is negative or zero, then each member shall have one vote. All the Limited Liability Company powers shall be exercised by, under the authority of, or at the direction of the members.

ARTICLE VI. PLACE OF BUSINESS; REGISTERED AGENT

Section 1. The principal place of business for the Limited Liability Company shall be located 710-9 N. Gadsden Street Tallahassee, Florida 32303, but the Limited Liability Company may establish and maintain its principal office at such other place within the State of Florida as may be determined by the MANAGING MEMBER consistent with the Florida Limited Liability Company Act as the same is then in effect.

Section 2. The registered agent and office shall

James R. Brewster
547 N. Monroe Street, Suite 203
Tallahassee, Florida 32301

ARTICLE VII.

MEMBERSHIP RESTRICTIONS/RIGHT TO CONTINUE BUSINESS

Section 1. The Members shall have the right to admit new members by an affirmative vote of at least ninety percent (90%) of the ownership interest. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

Section 2. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except by the affirmative vote of at least ninety percent (90%) of the ownership interest; however, in the case of spouses or blood relatives who are both members (including indirect membership owned via a grantor trust), transfers may be made between themselves without approval of any other member.

Section 3. 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

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the Limited Liability Company, the remaining members shall have the right to continue the business **by a majority-in-interest** of the remaining members.

ARTICLE VIII.
AFFILIATED TRANSACTIONS/INDEMNIFICATION

Section 1. No contract or other transaction between the Limited Liability Company and any other person or member in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the members of the Limited Liability Company is or are interested in such, and any member or members, individual or jointly, may be a party or parties, to, or may be interested in any such contract or transaction of the Limited Liability Company or in which the Limited Liability Company is interested, and no contract, act or transaction of the Limited Liability Company with any person or persons, firm or other entity in the absence of fraud, shall be affected or invalidated by the fact that any member or members of the Limited Liability Company is a party or are parties to or interested in such contract, act or transaction, or is in any way connected with such person or persons, firm or other entity, and each and every person who may become a member of the Limited Liability Company is hereby relieved from any liability that might otherwise exist from thus contracting with the Limited Liability Company for the benefit of himself or any firm, association or other entity in which he may be interested. Any member of the Limited Liability Company may vote upon any contract or other transaction between the Limited Liability Company and any subsidiary or controlled company without regard to the fact that he is an interested party of such subsidiary or controlled company.

Section 2. The Limited Liability Company shall indemnify, including advancement of expenses, any and all of its members and former members, and any person who may have served at its request as a manager, owner, partner, agent, director or officer of another company or business in which it owns a capital interest, or of which it is a creditor, against the expenses actually and necessarily incurred by him/it/them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties by reason of being or having served in the aforesaid capacity(ies), except in relation to matters as to which any such person shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of his/its duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the regulations/Operating Agreement, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be otherwise entitled under the law.

(including without limitation Section 608.4229, Florida Statutes, as amended) or separate instrument.

ARTICLE IX.
SHARING OF PROFITS

Unless provided for otherwise in the Limited Liability Company's Operating Agreement, profits and losses shall be allocated on the basis of each member's relative capital account.

ARTICLE X.
AMENDMENT

These Articles may be amended from time to time by **an affirmative vote of at least ninety percent (90%) of the ownership interest.**

ARTICLE XI.
ARBITRATION OF DEADLOCK OF MEMBERS

If at any time there are insufficient votes to approve or disapprove any matter (e.g. irreconcilable disputes), then any member may require all the members to submit the matter to binding arbitration under Florida Law.

ARTICLE XII.
SINGLE MEMBER L.L.C.

Notwithstanding anything herein to the contrary, in the event that this Limited Liability Company is ever owned by only one member, then in such situation the single member may transfer all or any portion of his or her interest or rights to one or more successors. In the event of any such transfer, the successor shall thereupon become a member and the Limited Liability Company shall be continued.

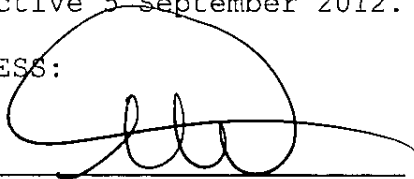
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TALLAHASSEE, FLORIDA

The undersigned, UNDER PENALTIES OF PERJURY, certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida. We further certify that these AMENDED AND RESTATED ARTICLES OF ORGANIZATION shall serve as the new Charter and authority for the conduct of business of the Limited Liability Company.

In witness whereof the undersigned being the former, original and new member(s) of the Limited Liability Company execute these Articles of Organization, this 14 day of September, 2012 and accordingly hereby certify that this instrument constitutes the new Articles of Organization of HYBRID TECHNICAL SOLUTIONS, LLC, effective 5 September 2012.

WITNESS:



Signature of Witness #1

Amelia Woodworth

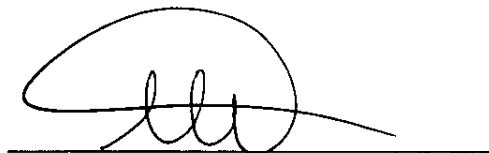
Printed Name of Witness #1

Erichelle Bailey

Signature of Witness #2

Erichelle Bailey

Printed Name of Witness #2



Signature of Witness #1

Amelia Woodworth

Printed Name of Witness #1


Erichelle Bailey

Signature of Witness #2

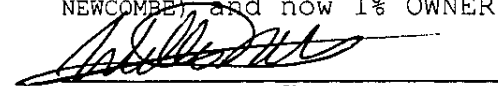
Erichelle Bailey

Printed Name of Witness #2

FOUNDING, MANAGING MEMBER
and now 99% OWNER


JONATHAN C. NILSON
Date: 9/14/12

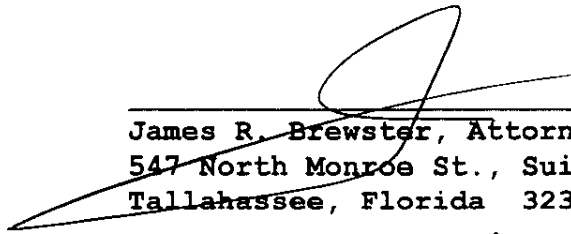
NEW MEMBER (REPLACING
NEWCOMBER and now 1% OWNER


WILLIAM A. ~~NEWCOMBER~~ NILSON
Date: 9/14/12

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company, I hereby agree to act in this capacity at the place designated in these Articles, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and my obligations under Section 608.407, Florida Statutes.



James R. Brewster, Attorney
547 North Monroe St., Suite 203
Tallahassee, Florida 32301

Date: 19 September 2012

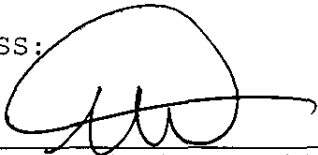
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**CERTIFICATE
OF UNANIMOUS APPROVAL
AND CONSENT BY MEMBERS TO THE
AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
HYBRID TECHNICAL SOLUTIONS, LLC**

The undersigned being all of the former and current members of the LLC hereby consent to the attached amended and restated Articles of Organization of HYBRID TECHNICAL SOLUTIONS, LLC, effective 5 September 2012.

WITNESS:

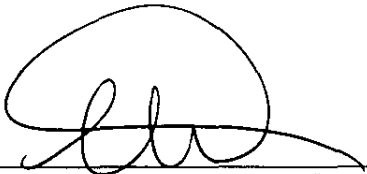


Signature of Witness #1

Amelia Woodworth
Printed Name of Witness #1

Emichelle Bailey
Signature of Witness #2

Emichelle Bailey
Printed Name of Witness #2



Signature of Witness #1

Amelia Woodworth
Printed Name of Witness #1

Emichelle Bailey
Signature of Witness #2

Emichelle Bailey
Printed Name of Witness #2

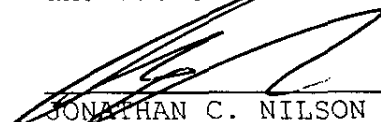
WITHDRAWING MEMBER



CHRISTOPHER A. NEWCOMBE

Date: 14 Sept 2012

FOUNDING, MANAGING MEMBER
and 99% OWNER



JONATHAN C. NILSON

Date: 9/14/2012

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Signature of Witness #1

Amelia Woodworth

Printed Name of Witness #1



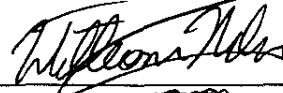
Signature of Witness #2

Emichelle Bailey

Printed Name of Witness #2

nils12hy.res

NEW MEMBER (REPLACING
NEWCOMBE) and 1% OWNER



WILLIAM A. ~~NEWCOMBE~~ NILSON

Date: 9/14/2012

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