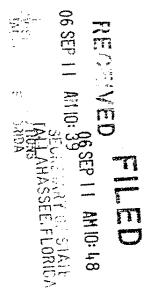
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Hubert B, Brown Esq.  (Requestor's Name)  1102 E. Tennessee St.  (Address)
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(Address)
(Address)
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## ARTICLES OF ORGANIZATION OF

#### ROBINSON-BROWN TRANSPORT, L.C.

#### PREAMBLE

The undersigned members, JEFFERY B. ROBINSON, and HUBERT R. BROWN, 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 ROBINSON-BROWN TRANSPORT

## 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 acquire by purchase, lease, or otherwise truck/tractors, trailers, dump trucks, and any other equipment and real estate for the limited liability company to engage in any trade or business to haul freight, cargo, dirt, gravel, asphalt, sand or any other material commonly carried by common carrier or contract carrier in the United States or used in the construction industry including, but not limited to, the road building industry and in any other trade or business; and to conduct, engage in, and carry on the business of trucking or hauling now and to own, operate, maintain, hold and use, purchase, construct, establish, lease, or otherwise acquire, mortgage, create security interests in, and sell, or otherwise dispose of or deal with trucks, sand pits, gravel pits, asphalt plants, terminal properties, 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 120 Rev Road, Crawfordville, Florida 32327.

## 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 attached hereto and filed herewith.

### 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. The General

Manager and Co-Manager shall each have the power to bind the Limited Liability Company and

either one's execution of any and all legal documents, as General Manager or Co-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 Compans The

managers shall be elected at the annual meeting of the members of the Limited Liability Com

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 of 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-managers who are to serve as managers until the first annual meeting of the members and their successors are elected are, as follows:

#### NAME/TITLE

## JEFFERY B. ROBINSON General Manager

#### 2. HUBERT R. BROWN, Co-Manager

#### **ADDRESS**

120 Revel Road Crawfordville, Florida 32327

1962 Setting Sun Trail Tallahassee, Florida 32303

#### 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 approved 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.

#### <u>ARTICLE TEN</u> – 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.

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

#### ROBINSON-BROWN TRANSPORT, L.C. Articles of Organization - Page 5 of 7

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 <u>M\*h</u> day of September, 2006.

EFFERY B. ROBINSON, MEMBER

HUBERT R. BROWN, MEMBER

06 SEP 11 AM ID: 48
SECAL LARY OF STATE
AND AMASSEE, FLORIDA

Prepared by:

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

## 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:

ROBINSON-BROWN TRANSPORT, 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

TALLAHASSEE, FLORIDA

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.

Гномаs J. Brown, Esq

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