

Division of Corporations

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Florida Department of State  
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

HEARTWOOD FINE CABINETRY AND MILLWORK, LLC

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**ARTICLES OF ORGANIZATION  
OF  
HEARTWOOD FINE CABINETRY AND MILLWORK, LLC**

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this company is **HEARTWOOD FINE CABINETRY AND MILLWORK, LLC.**

**ARTICLE II  
PERIOD OF DURATION**

This company shall commence as of the date these Articles of Organization are filed with the Department of State of the State of Florida and shall exist perpetually thereafter, unless this company is dissolved pursuant to the terms of the operating agreement for this company or by operation of law.

**ARTICLE III  
BUSINESS, OBJECTS OR PURPOSES**

The general nature of the business to be transacted by this company, or the objects or purposes of this company, shall be, in general, to have and exercise all powers conferred by the laws of Florida upon limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

**ARTICLE IV  
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of this company shall be 7340 Northwest Highway 27, Suite 115, Ocala, Florida 34482.

**ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this company shall be located at 4 S.E. Broadway, Ocala, Florida 34471, and the initial registered agent of this company at such office shall be Jose H. Cortes, Jr., Esquire.

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**ARTICLE VI**  
**MEMBERS**

The initial Members of this limited liability company, whose names and addresses, and Membership Units and Sharing Ratios in the company, are as follows:

<b>Names of Members</b>	<b>Address</b>	<b>No. of Units</b>	<b>Sharing Ratio</b>
John P. Duffy	7340 NW Highway 27 Suite 115 Ocala, FL 34482	45	45.00
Charles E. Newton, Jr.	41 Letchworth Avenue N. Billerica, MA 01862	45	45.00
Robert G. Hinckley	553 Holly Avenue Manchester, NH 03103	10	10.00

**ARTICLE VII**  
**MANAGEMENT**

The business and affairs of the Company shall be conducted by two Managers (the "Managers") and all management of the Company shall be vested in the Managers. The Managers shall have the power and authority to do all things necessary or convenient to carry out the business and affairs of the Company. This power and authority shall be more specifically set forth in the Operating Agreement. The initial Managers shall be John P. Duffy and Charles E. Newton, Jr.

**ARTICLE VIII**  
**OPERATING AGREEMENT**

The power to adopt the operating agreement for this company, to alter, amend, or repeal the operating agreement, or to enter into a new operating agreement, shall be vested in the members of this company. The operating agreement for this company shall be for the government of this company and may contain provisions or requirements for the management or conduct of the affairs and business of this company, provided the same are not inconsistent with the provisions of these Articles of Organization, or contrary to the laws of the State of Florida or the United States.

**ARTICLE IX**  
**AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended at any time by a majority of the members of this company.

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IN WITNESS WHEREOF, the undersigned authorized representative of a member of this company has executed these Articles of Organization this 13<sup>th</sup> day of August, 2007.

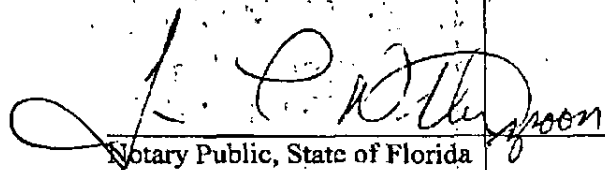
  
Jose H. Cortes, Jr., Esquire  
Authorized Representative

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of August, 2007, by Jose H. Cortes, Jr., Esquire, as an authorized representative of this company, who is personally known to me.



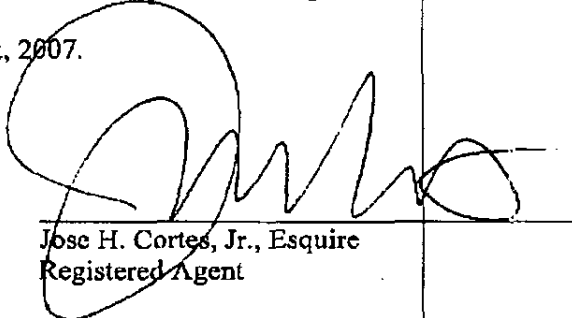
Official Notary Seal  
TERRI L. WITHERSPOON  
Notary Public, State of Florida  
Comm. No. DD 525738  
My Comm. Expires April 14, 2010

  
Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of HEARTOOD FINE CABINETRY AND MILLWORK, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

DATED this 13<sup>th</sup> day of August, 2007.

  
Jose H. Cortes, Jr., Esquire  
Registered Agent

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