

LO 9000022348

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000052731 3)))



H090000527313ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 617-6383

From:  
Account Name : CONTEGA BUSINESS SERVICES, LLC  
Account Number : I20060000142  
Phone : (904) 355-4541  
Fax Number : (904) 355-4544

FILED  
09 MAR -6 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO:

The Fidus Group - Commercial Roofing, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

S. HAWKES

MAR 9 2009

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED  
09 MAR -6 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H09000052731 3

**ARTICLES OF ORGANIZATION  
OF  
THE FIDUS GROUP - COMMERCIAL ROOFING, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is The Fidus Group - Commercial Roofing, LLC (the "Company").

**ARTICLE II - ADDRESS**

The street address of the principal office and the mailing address of the Company are:

301 Kingsley Lake Drive, Unit 501  
St. Augustine, Florida 32092

**ARTICLE III - PURPOSE**

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE**

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

**ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY**

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

Prepared by:  
Contega Business Services, LLC  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-355-4541

09 MAR - 6 AM 8:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mar. 6: 2009 10:17AM

H09000052731 3

No. 2621

P 3/4

FILED  
MAR - 6 AM 8:16  
TALLAHASSEE  
SECRETARY OF STATE

#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Company's registered office, and (ii) names Contega Business Services, LLC, as the Company's registered agent at that address to accept service of process within the State of Florida.

#### ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

#### ARTICLE VIII - INDEMNIFICATION

(a) The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this 6<sup>th</sup> day of March, 2009.

**THE FIDUS GROUP - COMMERCIAL ROOFING, LLC**

By: 

G. Ray Driver, Jr., Authorized Representative

H09000052731 3

Mar. 6. 2009 10:17AM

No. 2621 P. 4/4

H09000052731 3

### ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: March 6, 2009

CONTEGA BUSINESS SERVICES, LLC

By:



G. Ray Driver, Jr., President

FILED  
09 MAR -6 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H09000052731 3