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To:

Division of Corporations

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Account Name 1 DEAN AND DEAN, LLP

Account Number : I19980000091

Phone

: (352)368-2800

Fax Number

: (352)867-5787

## FLORIDA/FOREIGN LIMITED LIABILITY CO.

**NOVIA GROUP, LLC** 

| Certificate of Status | 1        |
|-----------------------|----------|
| Certified Copy        | 1        |
| Page Count            | 03       |
| Estimated Charge      | \$160.00 |

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EXAMINER

Elegtronig Biling Menu

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Help

H090000693643

## **Novia Group LLC**

# ARTICLES OF ORGANIZATION for FLORIDA LIMITED LIABILITY COMPANY

Pursuant to Chapter 608 of Florida Statutes (the "Act")

FIRST: The name of the Limited Liability Company is: Novia Group LLC (the "Company")

**SECOND**: The mailing address and street address of the principal office of the Company is:

9389 Southwest 14<sup>th</sup> Avenue Ocala, Florida 34476

THIRD: The name of the Company's registered agent is Jonathan S. Dean, and the Company's Florida Street address of its registered office is:

230 NE 25th Ave., Ste 100 Ocala, Florida 34470-9009

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 as provided for in Chapter 608, F.S.

Registered Agent's Signature

FOURTH: The name and address of the sole Managing Member is:

Joseph R. Moreau 113 Pheasant Run Clinton, New York 13323

#### H090000693643

FIFTH: These Articles of Organization shall be deemed to be the operating agreement of the Company, unless and until the members shall have otherwise adopted additional or inconsistent provisions in connection with any matters permitted to be addressed in an operating agreement.

SIXTH: Unless sooner dissolved in accordance by Act, the duration of the Company shall be perpetual.

SEVENTH: The Managing Member of the Company may transfer his, her or its interest in the Company in accordance with the provisions of the Company's operating agreement, by-laws and the Act.

EIGHTH: A manager shall not be personally liable to the Company or its members for damages for any breach of duty in such capacity as a manger, except for damages resulting from actions or omissions by such manager, as to which there shall have been a judgment or other of final adjudication that establishes that such acts or omissions were in bad faith, involved intentional misconduct or a knowing violation of law, or that such manager personally gained a financial profit or other advantage to which he or she was not legally entitled, or that with respect to a distribution subject of Section 608.428 of the Act, such manager's acts were not performed in accordance with subdivision two of Section 608.426 of the Act. Neither the amendment nor the repeal of this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue our arise, prior to such amendment, repeal or adoption of an inconsistent provision. This Article shall neither eliminate nor limit the liability of a manager for any act or omission occurring prior to the adoption of this Article.

NINTH: The Company shall have the power to indemnify, to the fullest extent permitted by the Act, as amended from time to time, and not inconsistent with the public policies of the state of Florida, all persons who it is permitted to indemnify pursuant to the Act.

TENTH: These Articles of Organization shall be effective upon filing.

**ELEVENTH**: The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Act.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned, as Managing Member and Authorized Representative of the Company, this and day of January, 2009.

Joseph R. Moreau, Managing Member

### H090000693643

State of New York County of Oneida ) 88:

On the 27th day of January in the year 2009 before me, the undersigned, a Notary Public in and for said State, personally appeared Joseph R. Moreau, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

SHEILA SERVADIO Notary Public State of New York No. 4769147 Qualified in Herkimer County,

Commission Expires Oct 31, 1923