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TALLAHASSEE, FLORIDA

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GREGORY S. FLANAGAN, P.A.

ATTORNEY AT LAW
2701 SOUTHEAST MARICAMP ROAD
SUITE 104
OCALA, FLORIDA 34471

TELEPHONE (352) 732-2773

TELEFAX (352) 867-7350

June 30, 2009

Via Federal Express Air Bill No. 8698 4169 0939

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: WATER SMART TECHNOLOGIES, LLC

To Whom It May Concern:

We have enclosed the original and one copy of the Articles of Organization of WATER SMART TECHNOLOGIES, LLC for filing as a limited liability company along with our Check No. 1750 in the amount of \$155.00 representing the State Filing Fee of \$100.00, the Registered Agent Fee of \$25.00 and a Certified Copy of Record fee of \$30.00. Please return the certified copy along with the proof of filing at your earliest convenience.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to call our office.

Sincerely,



Gregory S. Flanagan

GSF:jam
Enclosures

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ARTICLES OF ORGANIZATION
OF
WATER SMART TECHNOLOGIES, LLC.

The undersigned files these Articles of Organization in order to form a limited liability company pursuant to Florida Statute 608.407.

ARTICLE I

The name of the limited liability company shall be WATER SMART TECHNOLOGIES, LLC.

ARTICLE II

The limited liability company shall exist perpetually.

ARTICLE III

The mailing address and the street address of the principal office of the limited liability company shall be 3419 Southeast 41st Place, Ocala, Florida 34480.

ARTICLE IV

The name and street address of the limited liability company's initial registered agent in the state is GREGORY S. FLANAGAN, ESQUIRE, 2701 Southeast Maricamp Road, Suite 104, Ocala, Florida 34471.

ARTICLE V

Admission of additional members to the limited liability company shall be governed by the terms and conditions of the limited liability company's operating agreement.

ARTICLE VI

Continuation of the business by the remaining members of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by the terms and conditions of the limited liability company's operating agreement.

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ARTICLE VII

The management of the limited liability company is reserved to its member whose name and address are as follows:

- A. STEVEN M. ROWLEY
3419 Southeast 41st Place
Ocala, Florida 34480
- B. THOMAS EDWARD REEDER
1755 W. Sunturf Street
Lecanto, FL 34461-0000
- C. RODNEY W. JANELLE
4603 Brayton Terrace N.
Palm Harbor, FL 34685-0000
- D. MIGUEL SANTOS
2836 Fox Squirrel Drive
Palm Harbor, FL 34684-1610

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TALLAHASSEE, FLORIDA

However, the members reserves the right to designate a Manager who will have the authority and power to manage and obligate the limited liability company as set forth in the limited liability company's Operating Agreement.

Voting rights and requirements for member's interests shall be as set forth in the limited liabilities company's Operating Agreement.

ARTICLE VIII

Date of Inception. This limited liability company shall commence existence upon the filing of these Articles of Organization with the Florida Secretary of State.

ARTICLE IX

These Articles of Organization are filed by the undersigned who is the initial Managing Member.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, and acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 30th day of June, 2009.


STEVEN M. ROWLEY

STATE OF FLORIDA)
COUNTY OF MARION)

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared **STEVEN M. ROWLEY**, who produced a Florida Driver's License as identification and he acknowledged before me that he subscribed to these Articles of Organization.

30th WITNESS my hand and official seal in the County and State above named, this day of June, 2009.

NOTARY PUBLIC:



Judith A. Macolino
Commission # DD517983
Expires April 29, 2010
Bonded Troy Parr - Insurance Inc. 800-385-7019

Judith A. Macolino
Judith A. Macolino

State of Florida at Large

My commission expires: April 29, 2010

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TALLAHASSEE, FLORIDA

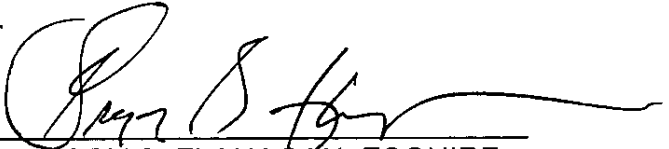
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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 608.415 and Article IV of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent for **WATER SMART TECHNOLOGIES, LLC** and designates the location for service of process as:

2701 Southeast Maricamp Road, Suite 104, Ocala, Florida 34471

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.



GREGORY S. FLANAGAN, ESQUIRE

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