

Dec. 11, 2009 5:02 PM Shuffield Lowman

No. 2563 P. 1/5

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FLORIDA/FOREIGN LIMITED LIABILITY CO.  
MFIL, LLC

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EXAMINER

**ARTICLES OF ORGANIZATION  
OF  
MFIL, LLC  
A Florida Limited Liability Company**

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**ARTICLE I  
NAME**

The name of this limited liability company is **MFIL, LLC**, referred to in these Articles of Organization as the "Company."

**ARTICLE II  
MAILING AND STREET ADDRESS**

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

315 Groveland Street  
Orlando, FL 32804

**Effective Date** 12/09/09

**ARTICLE III  
COMMENCEMENT OF COMPANY'S EXISTENCE**

In accordance with Section 608.409(1), Florida Statutes, the Company's existence shall be deemed to have commenced on December 9, 2009.

**ARTICLE IV  
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent at such address are as follows:

William R. Lowman, Jr., Esq.  
Shuffield, Lowman & Wilson, P.A.  
1000 Legion Place, Suite 1700  
Orlando, FL 32801

## ARTICLE V MANAGEMENT

The Company is to be a manager-managed company. A manager may receive compensation for his or its services. The name and address of the initial manager are as follows:

Harvey L. Massey  
315 Groveland Street  
Orlando, FL 32804

## ARTICLE VI APPLICABLE LAW

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.

## ARTICLE VII PURPOSE

The business and purpose of the Company shall consist solely of the acquisition and ownership of shares of stock ("Stock") in Massey Services, Inc. ("Massey") and activities incidental thereto, including, without limitation, guaranteeing any obligations of Massey, granting a security interest in its assets, and pledging the Stock to secure such debt incurred with any financing. The Company shall have the authority to do all things necessary or convenient to accomplish its purpose or operate its business as described herein.

## ARTICLE VIII POWERS AND DUTIES

Notwithstanding any other provisions of these Articles and so long as any debt incurred by Massey in connection with any financing, including any obligations secured by a Security Instrument (as defined below), remains outstanding and not discharged in full, without the consent of the Members and the holders of all such outstanding debt, the Manager shall have no authority on behalf of the Company to:

- (i) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than obligations secured by the Security Instrument, except unsecured trade and operational debt incurred with trade creditors in the ordinary course of its business of owning the Stock in such amounts as are normal and reasonable under the circumstances, provided that such debt is not evidenced by a note and is paid when due and provided in any event the outstanding principal

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balance of such debt shall not exceed at any one time one percent (1%) of outstanding obligations secured by the Security Instrument;

- (ii) seek the dissolution or winding up, in whole or in part, of the Company;
- (iii) merge into or consolidate with any Person (as defined below) or dissolve, terminate or liquidate, in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure;
- (iv) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any such action; or
- (v) amend, modify or alter Articles VII, VIII, IX, or X of these Articles.

The term "Person" shall mean any individual, general partnership, limited liability partnership, limited partnership, limited liability company, corporation, joint venture, trust, business trust, association as foreign trust or business entity.

The term "Security Instrument" shall mean any obligations secured by a pledge of stock in the Massey, the guarantee of any obligations of the Massey or the grant of any security interest in the assets of the Company to secure debt incurred in connection with any financing by the Massey.

#### ARTICLE IX TITLE TO COMPANY PROPERTY

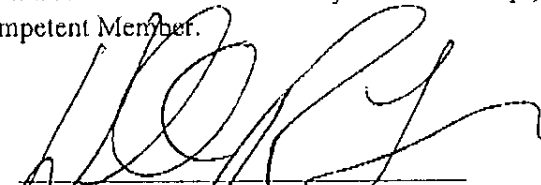
All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

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**ARTICLE X  
EFFECT OF BANKRUPTCY, DEATH OR  
INCOMPETENCY OF A MEMBER**

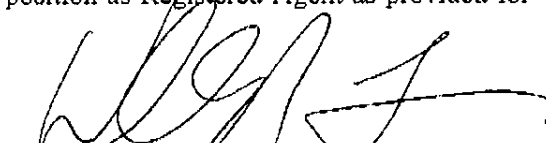
The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying any conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company interest shall be subject to all of the restrictions hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.

  
William R. Lowman, Jr., Esq., as  
Authorized Representative

**ACCEPTANCE OF DESIGNATION  
OF  
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

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 of the Florida Statutes.

  
William R. Lowman, Jr., Esq.