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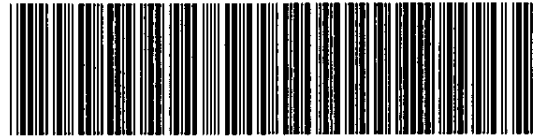
(Business Entity Name)

(Document Number)

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T. HAMPTON

JUL 16 2010

EXAMINER

LAW OFFICES OF  
**STEPHEN A. SCOTT, P.A.**  
728 Northwest 8th Avenue  
Gainesville, FL 32601

(352) 378-3056  
FAX (352) 372-6530

Mailing Address:  
Post Office Box 2218  
Gainesville, FL 32602-2218

July 14, 2010

**Via Federal Express**

Division of Corporations  
Florida Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Insul-Tile, LLC**

Dear Sirs:

On behalf of the above-referenced entity, enclosed are the following document(s) for immediate filing:

1. Articles of Organization.

Also enclosed is this office's check payable to the order of the Florida Department of State in the amount of \$155.00. This sum includes \$100.00 for filing the Articles of Organization of an LLC, \$25.00 for the registered agent fee, and \$30.00 for a certified copy of the record.

After the Articles of Organization are filed, please return the requested certified copy(ies) to my attention at the mailing address shown above.

If you have any questions, please do not hesitate to call. Thanks very much.

Sincerely,

  
Stephen A. Scott

SAS/sas  
enclosures

**Articles of Organization**  
**of**  
**Insul-Tile, LLC**

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**ARTICLE I: NAME**

The name of this limited liability company shall be Insul-Tile, LLC (the "Company").

**ARTICLE II: MAILING AND STREET ADDRESS**

This Company's principal office location shall be 728 N.W. 8<sup>th</sup> Ave., Gainesville, FL 32601, and its mailing address shall be P.O. Box 2218, Gainesville, FL 32602.

**ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be 728 N.W. 8<sup>th</sup> Avenue, Gainesville, FL 32601, and this Company's initial registered agent at that address shall be Stephen A. Scott.

**ARTICLE IV: DURATION OF COMPANY'S EXISTENCE**

This Company shall have perpetual existence.

**ARTICLE V: PURPOSE AND POWERS**

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

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**ARTICLE VI: MANAGEMENT OF COMPANY; AUTHORITY TO ACT  
ON BEHALF OF COMPANY**

A. This Company shall operate and exist as a manager-managed company for all purposes under the Florida Limited Liability Company Act, as amended (the "Act"), unless and until changed through an amendment to this Company's articles of organization (the "Articles"). As such, management of this Company's activities and affairs shall be conducted by, and vested in, one or more managers in accordance with any applicable provision set forth in these Articles below or this Company's operating agreement, if any.

B. Accordingly, no member of this Company, solely by reason or status of being such a member, shall have (1) any right, power or authority whatsoever (whether actual, apparent or implied) to act on this Company's behalf or to be an agent of this Company for any purpose of its business or (2) any vested right or entitlement to be elected, appointed or designated as a manager, officer or other legal representative of this Company.

**ARTICLE VII: ADDITIONAL MEMBERS; TRANSFER OR ASSIGNMENT OF INTEREST;  
NO MEMBER RIGHTS OR POWERS WITHOUT FORMAL ADMISSION**

A. No person shall be admitted as a member of or to this Company unless and until formally admitted pursuant to the affirmative action or written consent of this Company's existing members, and then only pursuant to strict compliance with any other applicable term or condition governing member admission as may be set forth in these Articles (or, if any, this Company's operating agreement). No transferee, assignee, holder, successor or assign of or to any interest in this Company or any of this Company's issued and outstanding securities shall have any automatic or vested right, privilege or other entitlement of membership of or to this Company (or to cause this Company to admit (or any of its managers or members to vote to admit) such person into this Company's membership) prior to such formal admission.

B. Prior to the dissolution and winding-up of this Company, no interest in this Company or any of its issued and outstanding securities shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, whether by any member or other holder of any such interest or securities, except as may be set forth in these Articles below or this Company's operating agreement, if any. Any attempt to transfer or assign any interest in this Company in violation of this Company's Articles or its operating agreement, if any, shall be deemed void *ab initio* and without force or effect.

C. Without having been formally admitted as a member of this Company, no transferee, assignee, holder, successor or assign of or to any interest in this Company or any of its issued and outstanding securities shall have or possess any right, power, authority, privilege or entitlement:

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(i) to exercise any right, entitlement or power of or as a member of this Company (including without limitation the valid exercise of any right or power to elect one or more managers or to vote on any matter concerning any aspect of this Company's business or affairs) or, if applicable, to otherwise participate in the management of this Company's business and affairs; or

(ii) to act as a proxy or representative of a holder of any interest in this Company or any of its issued and outstanding securities or to grant or appoint to any other person (including any member of this Company), any proxy to vote or otherwise act on behalf of, or with respect to, any such interest or securities. Any attempt to grant or act as a proxy or representative of any interest in the Company (or holder thereof) in violation of this Company's Articles or its operating agreement, if any, shall be deemed void *ab initio* and without force or effect.

#### ARTICLE VIII: GOVERNING DOCUMENTS

A. These Articles may only be amended pursuant to the applicable provisions as may be set forth in these Articles (or, if any, this Company's operating agreement), and all amendments, alterations, revisions, restatements or repeals to these Articles shall be in writing. In the absence of any applicable provision to the contrary set forth in this Company's operating agreement, if any, these Articles shall be amended upon the affirmative action or written consent of members holding not less than 60% of this Company's membership interests.

B. All provisions (including any and all amendments; alterations, revisions, restatements or repeals) of this Company's operating agreement, if any, shall be consistent with these Articles. This Company's operating agreement, if any (and all amendments, alterations, revisions, restatements or repeals thereto), shall be in writing.

#### ARTICLE IX: SEVERABILITY

In the event all or any portion of any provision of these Articles is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

#### ARTICLE X: INITIAL MANAGER(S)

The Company's initial manager(s) shall be the following person(s):

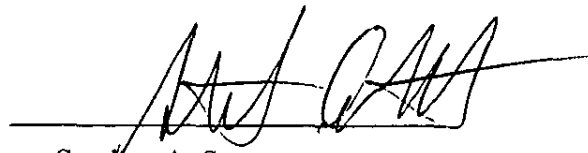
<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
Manager	John D. Cox	P.O. Box 2218, Gainesville, FL 32602
Manager	Thomas J. Rohs	P.O. Box 2218, Gainesville, FL 32602

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Subject to the provisions set forth in the Company's operating agreement, if any, each of the foregoing persons shall generally serve as a manager of this Company until his or her successor's election and qualification, unless his or her resignation, retirement, removal, incapacity or death earlier occurs.

\* \* \* \* \*

Dated: July 14, 2010

A handwritten signature in dark ink, appearing to read "SA Scott", is written over a horizontal line.

Stephen A. Scott

Initial Member

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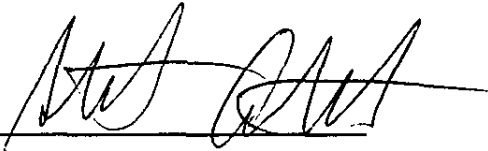
**CERTIFICATE OF REGISTERED AGENT**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Insultile, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

**Registered agent:** Stephen A. Scott

**Registered office:** 728 N.W. 8<sup>th</sup> Ave., Gainesville, FL 32601

*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.*



Name: Stephen A. Scott

Dated: July 14, 2010

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