

Lisa Taube Crary-Buchanan  
Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA LIMITED LIABILITY CO.  
EL POTOSI, LLC**

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**T. HAMPTON**

OCT 28 2010

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**ARTICLES OF ORGANIZATION  
OF  
EL POTOSI, LLC**

**ARTICLE I**

Name. The name of the limited liability company ("Company") is El Potosi, LLC.

**ARTICLE II**

Address. The mailing and street address of the Company's principal office is 2447 SE Dixie Highway, Stuart, FL 34996.

**ARTICLE III**

Duration. The period of duration of the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV**

Nature of Company. The general nature of the business to be transacted by the Company under these Articles of Organization shall be to engage in the manufacturing of products for the automotive industry, and to engage in any other activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE V**

Registered Agent and Office. The name of Company's initial registered agent in Florida is Lawrence E. Crary III. The address of Company's registered office in Florida is 759 SW Federal Hwy, Ste. 106, Stuart, FL 34994.

Prepared by:

Lawrence E. Crary III, Esquire  
759 SW Federal Hwy; Ste. 106  
Stuart, Florida 34994  
(772) 287-2600  
Fla. Bar No.: 250414

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#### ARTICLE VI

Management. The Company is to be managed by one (1) manager. The initial Managers will serve until the first annual meeting of the Members. The initial Managers are as follows:

NAME:

Ramsey B. Small

ADDRESS:

2447 SE Dixie Highway  
Stuart, FL 34996

#### ARTICLE VII

Admission of New Members. The Managers of the Company have the right to admit new members. Additional members may be admitted only on the majority consent and approval of the Managers of the Company, and the existing Managers shall determine the amount and nature of contributions to be made by new members at the time the new members are admitted.

#### ARTICLE VIII

Continuation of Business. The remaining members of the Company have the right to continue the business of the Company on 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 Company. The business of the Company may be continued only on the written consent of a majority of the remaining members.

#### ARTICLE IX

Amendment of Articles. These Articles of Organization shall be amended as follows: every proposed amendment to these Articles of Organization shall require the approval by the Manager, whereupon it shall be proposed to all the Members, and, for adoption, shall require the approval at a Member's meeting by a majority of the members entitled to vote thereon; alternatively, a majority of the Members may sign a written statement adopting the proposed Amendment to these Articles of Organization.

#### ARTICLE X

Operating Agreement. The Operating Agreement of the Company shall be made, altered or rescinded by a majority vote of the Members of the Company at a meeting of the Members; alternatively, all of the Members may sign a written statement adopting the proposed Operating Agreement or changes thereto.

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## ARTICLE XI

Preemptive Rights. The Members of the Company shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Members, such membership interests as may be issued for money, or any property or services from time to time, in addition to the present memberships. The preemptive right of any Member is determined by the ratio of the membership interest held by a Member to all membership interests currently outstanding.

## ARTICLE XII

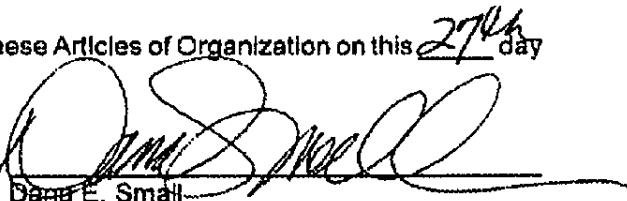
Organizing Member. The name and address of the initial organizing member, who is a member of the Company, are as follows:

NAME

Dana E. Small

ADDRESS2447 SE Dixie Highway  
Stuart, FL 34997-6

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 27th day of October, 2010 at Stuart, Florida.

  
Dana E. Small

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 27th day of October, 2010, by Dana E. Small, who (please check one of the following) [  ] is personally known to me or [  ] has produced FL DL as identification.

(SEAL)



NOTARY PUBLIC

Print Name: Lisa R. Taube  
My Commission Expires: 11/8/2012FILED  
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**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated limited liability company, at the place designated in the above Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

  
\_\_\_\_\_  
Lawrence E. Crary III  
Registered Agent

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