

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000214309 3)))



H120002143093ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6383

From:
Account Name : ROGERS, TOWERS, BAILEY, ET AL
Account Number : 076666002273
Phone : (904) 398-3911
Fax Number : (904) 396-0663

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA LIMITED LIABILITY CO.
RSM TRUST INTERESTS, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$160.00 |

A. LUNT

AUG 29 2011

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
2012 AUG 28 PM 11:08
H12000214309
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
RSM TRUST INTERESTS, LLC

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I - NAME

The name of this limited liability company (the "Company") is RSM TRUST INTERESTS, LLC.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Company is 1200 Plantation Island Drive South, St. Augustine, Florida 32080.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 1200 Plantation Island Drive South, Suite 140, St. Augustine, Florida 32080, and the name of its initial registered agent at such address is Robert L. McLeod.

ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more members and is, therefore, a member-managed company.

ARTICLE V - LIMITED PURPOSE OF COMPANY

The Company has been formed for the sole and exclusive purpose of acquiring and holding all of the right, title and interest in and to the interests of Randall S. Mathews ("Randy Mathews"), including, without limitation, the right to receive disbursements of any property as a result of such interests (collectively, the "Randy Mathews Trust Interests"), in:

(i) all property remaining in the Roger W. Mathews and Joetta H. Mathews Irrevocable Trust #1, dated February 22, 1996, as amended (the "Life Insurance Trust"), at the death of Joetta H. Mathews, the surviving spouse of Roger W. Mathews.

(ii) all property remaining in the Roger W. Mathews Marital Trust, created by the Roger W. Mathews Revocable Declaration of Trust, dated February 22, 1996, as amended (the "Marital Trust"), at the death of Joetta H. Mathews, the surviving spouse of Roger W. Mathews.

H12000214309

H12000214309

2012 AUG 28 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(iii) all property remaining in the Roger W. Mathews Non-Marital Trust, created by the Roger W. Mathews Revocable Declaration of Trust, dated February 22, 1996, as amended (the "Non-Marital Trust"), at the death of Joetta H. Mathews, the surviving spouse of Roger W. Mathews.

(iv) All property remaining in the Joetta H. Mathews Revocable Trust, created by the Joetta H. Mathews Revocable Declaration of Trust, dated February 22, 1996, as amended previously and hereafter (the "Joetta Mathews Trust"), at the death of Joetta H. Mathews, the surviving spouse of Roger W. Mathews.

(The Life Insurance Trust, Marital Trust, Non-Marital Trust and Joetta Mathews Trust referred to collectively as the "Trusts").

Pursuant to the terms and conditions of that certain Settlement Agreement and Release (the "Settlement Agreement"), Randy Mathews is obligated to pay (a) certain amounts (the "Settlement Indebtedness") to Mathews Moving & Storage, Inc., a Florida corporation ("MMS") and (b) pay certain amounts (the "Trust Indebtedness") to the Marital Trust and Non-Marital Trust. To secure the payment of the Settlement Indebtedness and the Trust Indebtedness: (i) Randy Mathews has granted to MMS, the Marital Trust and the Non-Marital Trust a security interest in and to all of the limited liability company membership interests of the Company pursuant to the terms and conditions of that certain Unit Pledge Agreement; and (ii) the Company has granted to MMS, the Marital Trust and the Non-Marital Trust a security interest in and to all of the assets of the Company, including, without limitation, the Randy Mathews Trusts Interests pursuant to the terms and conditions of that certain Security Agreement.

Until all of the obligations of Randy Mathews with respect to the Settlement Indebtedness and the Trust Indebtedness are fully and completely satisfied, the Company covenants that:

(a) Randy Mathews (i) has been and will be the sole member of and will hold all right, title and interest in and to all of the limited liability company membership interests of the Company and (ii) will be the Managing Member of the Company.

(b) The Company (i) has not owned, does not own and will not own any asset or property other than the Randy Mathews Trusts Interests and (ii) has not and will not engage in any business other than the ownership of the Randy Mathews Trusts Interests.

(c) The Company (i) has not incurred and will not incur any indebtedness of any kind, (ii) has not made and will not make any loans or advances to Randy Mathews or any third party, and (iii) will not hold itself out to be responsible for the debts or obligations of any other person.

(d) The Company has done or caused to be done and will do all things necessary to observe organizational formalities and preserve its existence, and will not amend, modify or otherwise change the articles of organization, operating agreement, or other organizational documents of the Company without the written consent of MMS, the Marital Trust and the Non-Marital Trust.

H12000214309

H12000214309

(e) The Company will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity, will correct any known misunderstanding regarding its status as a separate entity, and will conduct business in its own name.

(f) The Company will not seek the dissolution, winding up, liquidation, consolidation or merger in whole or in part, of the Company.

(g) The Company will not commingle the funds and other assets of the Company with Randy Mathews or any other person.

(h) The Company will not, without the prior written consent of MMS, the Marital Trust and the Non-Marital Trust, amend, rescind or otherwise revoke the provisions set forth in this Article V.

ARTICLE VI - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of a Member of the Company, has executed these Articles of Organization this 27th day of August, 2012. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Robert L. McLeod,
Authorized Representative

FILED
2012 AUG 28 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H12000214309

H12000214309

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

RSM TRUST INTERESTS, LLC


2. The name and address of the registered agent and office are:

**ROBERT L. MCLEOD
1200 PLANTATION ISLAND DRIVE SOUTH, SUITE 140
ST. AUGUSTINE, FLORIDA 32080**

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.

Dated: ^{August} ~~July 27th~~, 2012

Signature of Registered Agent


Robert L. McLeod

2012 AUG 28 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H12000214309