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November 20, 2013

CORPORATE ACCESS, INC. ATTN: GLINDA

SUBJECT: RNC SPECIALTY PRINTING, LLC

Ref. Number: W13000064214

We have received your document for RNC SPECIALTY PRINTING, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of organization must be prepared in compliance with section 608.407, Florida Statutes. We are enclosing the appropriate forms and instructions for your convenience.

605 f.s. is not effective until Jan. 01, 2014.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tim Burch Regulatory Specialist II

Letter Number: 913A00026813

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## ARTICLES OF ORGANIZATION (W/O REGULATIONS) FOR MOV 19 PM 4: 46 RNC SPECIALTY PRINTING, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes entitled the Florida Limited Liability Company Act, and as and when same is repealed, pursuant to Chapter 605, The Florida Revised LLC Act, do hereby adopt the following Articles of Organization for such Company:

- 1. Name. The name of this Company shall be RNC Specialty Printing, LLC.
- 2. <u>Duration/Continuation</u>. The period of this Company's duration shall be perpetual, unless terminated by the unanimous written agreement of the members. In the event of 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, the business of the Company may be continued by the unanimous written consent of the remaining members.
- 3. <u>Purposes</u>. The purposes for which this Company is being formed are the following:
- (a) to engage in any activities or business permitted for this Company under the laws of the State of Florida, and
  - (b) for the specific purpose of asset tag printing.
- 4. Address and Principal Office. The mailing address of the principal office of the Company is 412 Sebastian Square, St. Augustine, FL 32095 and the street address of the principal office of the Company is 412 Sebastian Square, St. Augustine, FL 32095.
- 5. <u>Registered Agent, Registered Office and Registered Agent's Signature</u>. The name and Florida street address of the initial registered agent is:

Claudia A. Black 412 Sebastian Square St. Augustine, FL 32095

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, F. S., and in Chapter 605, F.S. as and when same is applicable.

Resident Agent's Signature

Page 1 of 5

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6. <u>Management of Company and Voting of Members</u>. The business of the Company shall be managed by its members according to their relative capital accounts (i.e., in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals from said account). At the outset, the parties' accounts qualify each of them as 50% members.

The names and addresses of the members are as follows:

<u>Name</u>	<u>Address</u>	% Member Share		
Claudia A. Black, Member	412 Sebastian Square	- 50%	ಭ	
	St. Augustine, FL 32095		AON	77
Richard A. Black, Jr., Member	412 Sebastian Square St. Augustine, FL 32095	\$0% 50%	19	
			P	
A		E** 1		

A member's right to vote on the Company's activities is proportionate to the member's then current percentage interest in the profits of the Company

- 7. Admission of Additional Member(s) and Terms and Conditions of Such Admissions. Additional members may be admitted upon the unanimous approval of the members of the Company, upon the written application of such new member, in the manner provided by unanimous consent of the members or as set forth in any applicable Regulations or any Operating Agreement of this Company adopted by the members.
- 8. <u>Indemnification, Reimbursement, Insurance or Advance</u>. The Company may indemnify and hold harmless, reimburse, insure against liability and/or advance\_reasonable expenses for members who are in compliance with the applicable statutory conduct and not otherwise in breach of applicable statutory standards.
- 9. Adoption and Amendment of Regulations and/or Operating Agreement. The power to adopt, alter, amend or repeal Regulations for this Company or to create an Operating Agreement shall be vested in the members of the Company which authority shall be exercised in accordance with these articles and the Regulations of this Company and/or an Operating Agreement, if and when either or both are adopted.
- 10. <u>Authorized Representatives</u>. The names and addresses of the authorized representatives executing these Articles of Organization are as follows:

Name

#### Address

Claudia A. Black, Member

412 Sebastian Square

St. Augustine, FL 32095

Richard A. Black, Jr. Member

412 Sebastian Square





#### St. Augustine, FL 32095

- Organization must be approved by the unanimous consent or vote of the members and shall be on such form as is prescribed by the Secretary of the State Division of Corporations, State of Florida and shall contain such terms and provisions that are consistent with Chapter 608, Horida Statutes, before its repeal or that are consistent with Chapter 605, Florida Stats, as amended, when it becomes applicable, and shall be signed and sworn to by all members of the Company. In the event a new member is added by any such amendment, it shall also be signed by the member to be added.
- 12. <u>Informal Action of Members</u>. Any action of the member in managing the company may be taken without a meeting if consent in writing setting forth the action so taken shall be unanimously agreed and signed by all members who would be entitled to vote upon such action at a meeting and same is filed in the Company's records.
- 13. Contracting Debt. Except as otherwise provided by law, no debt in excess of \$10,000.00 shall be contracted nor liability incurred by or on behalf of this Company except upon unanimous consent or approval of its members or as provided in accordance with any applicable Regulations adopted by the members. Debts incurred in and as a result of the ordinary course of business which amounts are less than \$1,000.00 may be contracted by a single member.
- 14. <u>Transferability of Member's Interest</u>. The transferability of an interest of a member of this Company is restricted. Such interest may be transferred or assigned only upon the unanimous consent of the members and/or in the manner provided in an Operating Agreement, if such an agreement is made.
- 15. <u>Company Records</u>. The Company shall be required to maintain statutorily specified records at its principal place of business and members are allowed unlimited access to such specified records.
- 16. <u>Withdrawal or Reduction of Member's Contributions to Capital</u>. A member shall not receive out of the Company property any part of his or her contribution to capital until:
- (a) all liabilities of the Company, except liabilities to members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them,
- (b) the consent of all members is given, unless the return of the contributions to capital may be rightfully demanded, and
- (c) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

A member shall be entitled to the return of his or her contribution in the manner approved by the unanimous consent of the members or as provided for in any Regulations of the Company adopted by the members.



17. <u>Compensation of Members/Employees</u>. A member who is also an employee of the Company shall be entitled to compensation in the manner and amount established by unanimous consent of the members; however, a member may not be compensated for managing the Company.

- 18. <u>Profits and Losses</u>. Each member's share of profits and losses shall be according to his or her percentage interest in the Company at the time the share of profits or losses was earned or incurred.
- 19. <u>Distributions</u>. The Company can make distributions only when the Company is solvent. Distributions do not include amounts constituting reasonable compensation for services. Solvency shall be determined in accordance with statutory definitions applicable to the limited liability company.
- 20. <u>Default Provisions</u>. In the absence of a provision in these Articles, or any subsequently adopted Regulations and/or Operating Agreement, the provisions of Chapter 608, Florida Statutes, before its repeal and when applicable, Chapter 605, Florida Statutes shall be the default provision applicable to the business, operation and/or activity of the Company and its Members.
  - 21. <u>Effective Date</u>. The effective date of the Company is the filing date.

IN WITNESS WHEREOF, the undersigned Authorized Representatives and Members have hereunto set her and his hands and seals this day of November, 2013. In accordance with Section 608.408(3), Fla. Stat., the execution of this document constitutes an affirmation under penalty of perjury that the facts stated herein are true.

Claudia A. Black, Authorized Representative and Member

Richard A. Black, Jr., Authorized

Representative and Member

### STATE OF FLORIDA COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared CLAUDIA A. BLACK, as Authorized Representative and Member of the Company, to me known to be the person or who provided \_\_\_\_\_\_\_\_ as identification who executed the foregoing Articles of Organization and she acknowledged to and before me that she executed such instrument and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this November, 2013.



Notary Public, State of Florida

Type or print Notary's name

My Commission Expires:

STATE OF FLORIDA COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared RICHARD A. BEACK, JR. as Authorized Representative and Member of the Company, to me known to be the person or who provided where the foregoing Articles of Organization and he acknowledged to and before me that he executed such instrument and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \(\frac{\gamma}{2}\) day of November, 2013.

MARY BETH PETERS
Commission # EE 035754
Expires January 18, 2015
Bonded Thu Troy Fain Insurance 800-385-7019

Notary Public, State of Florida

Word Beth Teters

Type or print Notary's name

My Commission Expires: V(8 15