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TALLAHASSEE, FLORIDA

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T. BROWN

CLYDE W. DAVIS
MICHAEL L. BROUSSARD
JOSHUA K. MARTIN
ROBERT D. BERNARD
BRETT L. STEGER *

**DAVIS, BROUSSARD, MARTIN,
BERNARD & STEGER, P.A.**

ATTORNEYS AT LAW

www.NEFLAW.com

* LICENSED IN FL AND GA

AMELIA ISLAND OFFICE
960185 GATEWAY BLVD. #104
AMELIA ISLAND, FLORIDA 32034
904-261-2848

YULEE OFFICE
463049 STATE ROAD 200
YULEE, FLORIDA 32097
904-225-8885

July 17, 2014

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: TRANSFORMATION ENERGY PARTNERS, LLC

Ladies/Gentlemen:

Enclosed please find original and one copy of Articles of Organization for the above entity, duly executed, together with a check in the amount of \$125.00 for your filing fee.

If you have any questions, please feel free to call me directly. Thank you for your prompt attention to this matter.

Sincerely,



Clyde W. Davis

CWD/dlr
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 24, 2014

CLYDE W. DAVIS
DAVIS, BROUSSARD, MARTIN, BERNARD & STEG
960185 GATEWAY BLVD #104
AMELIA ISLAND, FL 32034

SUBJECT: TRANSFORMATION ENERGY PARTNERS, LLC.
Ref. Number: W14000045408

We have received your document for TRANSFORMATION ENERGY PARTNERS, 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):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

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.

Teresa Brown
Regulatory Specialist II

Letter Number: 814A00015894

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14 AUG -5 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

TRANSFORMATION ENERGY PARTNERS, LLC.

The undersigned, for the purpose of forming a limited liability company under Ch. 605 of the laws of Florida, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Corporation is **TRANSFORMATION ENERGY PARTNERS, LLC.** The street address of the company's principal office is: 960185 Gateway Blvd., Ste. 104, Fernandina Beach, Florida, 32034. The mailing address of the company's principal office is: 960185 Gateway Blvd., Ste. 104, Fernandina Beach, Florida 32034.

ARTICLE II - DURATION

The Company shall have a perpetual existence.

ARTICLE III - PURPOSE

This Company is organized for the purposes of transacting any or all lawful business or purposes, subject to the provisions of Ch. 605, Florida Statutes, as the same may be amended from time to time.

ARTICLE IV - OWNERSHIP

(a) Authorized Capital. The maximum number of membership shares or membership units which the Company is authorized to have outstanding at any one time is 300 units having par value of \$.10 per unit.

(b) Preemptive Rights. The holders of the membership units of this company shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those units of this company which may be issued from time to time for money, property or past services. The preemptive right of any holder is determined by the ratio of the authorized and issued units held by the holder and all units currently authorized and issued.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Units.

1. No member-shareholder shall have the right to sell, assign, transfer, pledge, encumber, transfer, or otherwise dispose of any of the membership units of the company without first offering such for sale to the company at the net asset value thereof. Such offer shall be in

writing, signed by the member; shall be sent by registered or certified mail to the company at its principal place of business; and shall remain open for acceptance by the company for a period of forty-five (45) days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she will be at liberty to sell to anyone else. The members may, by-law provision or by shareholders' agreement recorded in the minute book impose such restrictions on the sale, transfer, or encumbrance of the shares/membership units of this company as they may see fit.

2. In any event, existing members shall have the right of first refusal to purchase, on a pro-rata basis according to units held, any outstanding units offered for sale by any member. Any sale of units in the company to any person or entity shall be void and of no effect unless notice is given to the existing shareholders, and they have waived their right of first refusal in writing. The price of the units purchased under the right of first refusal shall be based on the book value of the company.

3. On the death of any member, the company shall have the right to purchase all units owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each member's estate.

4. Each share or membership certificate issued by the company shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of organization of the company. A copy of such articles is on file at the principal office of the company"

5. Membership units in this company shall not be transferred or sold until the sale or transfer has been reported to and approved by the Manager.

6. Units are transferable on the books of the company on presentation of a certificate properly endorsed, provided all indebtedness of the owner to his company, including any assessments, has been paid.

(c) Approval of Members Required for Merger. The approval of the members of this company to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address for the initial principal/registered office of this company shall be 960185 Gateway Boulevard, Ste. 104, Fernandina Beach, FL 32034, and the initial registered agent of this company at such office shall be **CLYDE W. DAVIS**, who upon accepting this designation agrees to comply with the provisions of Section 605.0113, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

The Manager from time to time may move the Registered Office to any other address within the State of Florida.

ARTICLE VI - MANAGEMENT OF THE COMPANY

This Company shall be a manager managed company operated by the initial member. Upon an increase of members above that number, the first initial member shall act as the

managing member and the company shall continue as a manager managed company as provided the by laws. The managing member may be changed from time to time and the number of managing member may be increased or decreased from time to time by the by-laws, but there shall never be less than one. The name and address of the initial member and initial managing member of the company is:

<u>NAME</u>	<u>ADDRESS</u>
STEWART NAZARRO	1417 Sadler Road, #377 Amelia Island, FL 32034
MERRITT CARLTON	95202 Captain's Way Amelia Island, FL 32034

The persons named as managing members shall hold office for the first year of existence of the company and thereafter until their successor is elected or appointed and have qualified, whichever occurs first.

The managers are hereby authorized to make provision for reasonable compensation to its member for services as managers, and to fix the basis and conditions upon which such compensation shall be paid. Any manager of the company may also serve the company in any other capacity and receive compensation therefore in any form.

ARTICLE VII - BY-LAWS

The initial operating agreement of this company shall be adopted by the members. The operating agreement shall be adopted, altered, amended or repealed from time to time by either a majority in interest of the shareholders or by majority vote of the managers, but the managers shall not alter, amend, or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such by-law is not subject to amendment or repeal by the managers.

ARTICLE VIII - ORGANIZER

The name and street address of the organizer of this limited liability company are:

<u>NAME</u>	<u>ADDRESS</u>
CLYDE W. DAVIS	960185 Gateway Blvd., Ste. 104 Amelia Island, FL 32034

ARTICLE IX - AMENDMENT

This Limited Liability Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the shareholders is subject to this reservation. These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by a majority of the managing members,

proposed by them to the members and approved by a majority in interest of the members at a members' meeting by at least a majority of the membership units entitled to vote, unless all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

ARTICLE X - EFFECTIVE DATE

These articles shall become effective upon filing by the Secretary of State.

IN WITNESS WHEREOF, the organizer has executed these Articles the 1st day of August, 2014.


CLYDE W. DAVIS

STATE OF FLORIDA)
COUNTY OF NASSAU)

BEFORE ME, a Notary Public, personally appeared CLYDE W. DAVIS, to me known to be the person described as Incorporator or who produced _____ as identification and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to these Articles of Organization on the 1st day of August, 2014, for the purposes therein expressed.




NOTARY PUBLIC

Print Name:

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **TRANSFORMATION ENERGY PARTNERS, LLC**, at the place designated in the **ARTICLES OF ORGANIZATION** or a resolution of said organization:

REGISTERED AGENT

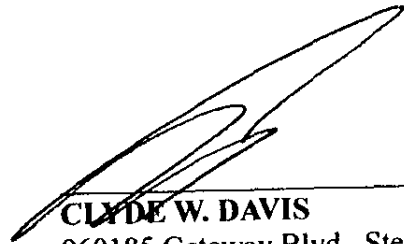
CLYDE W. DAVIS

REGISTERED ADDRESS

960185 Gateway Blvd., Ste. 104
Amelia Island, FL 32034

agrees to act in this capacity, and agrees to comply with the provisions of Section 605.0113 relative to keeping open such office.

DATE: August 1, 2014



CLYDE W. DAVIS
960185 Gateway Blvd., Ste. 104
Fernandina Beach, FL 32034