

U14 000162968

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

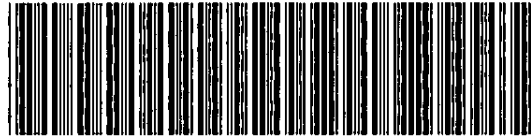
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600265109786

10/15/14--01023--011 **125.00

2014 OCT 15 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

OCT 20 2014
T CLERK

GLICKMAN, WITTERS & MARELL, P.A.

ATTORNEYS AT LAW
THE CENTURION
SUITE 1101
1601 FORUM PLACE
WEST PALM BEACH, FL 33401

GARRY M. GLICKMAN
CURTIS L. WITTERS
BOARD CERTIFIED IN MARITAL AND FAMILY LAW
WILLIAM J. MARELL
CINDY A. CRAWFORD
FERRIS G. SOLOMON, JR.
JOSEPH R. LOWICKY (10/11/56-1/18/13)

TELEPHONE
(561) 478-1111

TELECOPIER
(561) 478-2433

EMAIL: GGLICKMAN@GWMLAWYERS.COM

October 14, 2014

Via Federal Express

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

FILED
2014 OCT 15 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reference: **LOUISIANA CARBON COMPANY, LLC**

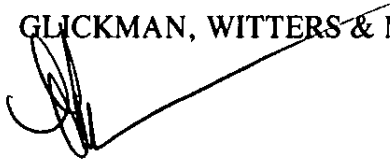
Gentlemen:

We are enclosing one original and a duplicate copy of the Articles of Organization for the above referenced proposed company together with a Designation of Registered Agent and Acceptance of Designation. The duplicate copy of the Articles have been subscribed and acknowledged by the subscriber in the same manner as the original.

Please endorse your approval of the Articles of Organization on the duplicate copy, certify and return it to us. Enclosed is our check in the amount of \$125.00 for the filing of these documents

Sincerely,

GLICKMAN, WITTERS & MARELL, P. A.



Garry M. Glickman

GMG:sn

Enclosures (as noted above)

ARTICLES OF ORGANIZATION

OF

LOUISIANA CARBON COMPANY, LLC

The undersigned authorized representative hereby forms a limited liability company under the laws of the State of Florida:

ARTICLE I

COMPANY NAME

The name of this company is:

LOUISIANA CARBON COMPANY, LLC

ARTICLE II

COMMENCEMENT

The existence of the Company shall commence on October 14, 2014, the date of signing hereof, provided that same shall be filed with the Florida Secretary of State within the time authorized by Statute.

ARTICLE III

MAILING ADDRESS AND STREET ADDRESS OF THE COMPANY

The mailing address and the street address of the principal office of the limited liability company is 400 Clematis Street, Suite 207, West Palm Beach, FL 33401.

ARTICLE IV

REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS

The Registered Agent and the street address of the Registered Agent of this Company in the State of Florida shall be:

2014 OCT 15 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Christopher C. MacEachern
400 Clematis Street, Suite 207
West Palm Beach, FL 33401

ARTICLE V

INITIAL MEMBER

The Initial Members of the Company shall be:

Christopher C. MacEachern
400 Clematis Street, Suite 207
West Palm Beach, FL 33401

Christina C. MacEachern
400 Clematis Street, Suite 207
West Palm Beach, FL 33401

2014 OCT 15 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The Initial Members shall be responsible for the management of the Company, and shall have the full right, power and authority to manage, direct and control all of the business and affairs of the company and to transact business on its behalf, including the authority to execute any instrument transferring, encumbering or in any way involving real property related to the Company.

Notwithstanding the foregoing, the Managers shall have the absolute authority to subcontract any management functions of the Company in their sole and absolute discretion.

ARTICLE VI

DISSOLUTION

The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member shall not dissolve the Company as long as there remains in existence one (1) member. The Company shall dissolve only as provided in the Operating Agreement of the Company or pursuant to Florida Statute §605.

ARTICLE VII

RIGHTS, LIABILITIES AND OBLIGATIONS OF MEMBERS

7.1 Liability of Members: No Member shall be personally liable for the expenses, liabilities, debts or obligations of the Company, unless otherwise provided pursuant to Florida Statute §605.

7.2 Return of Capital: No Member shall have the right to demand the return of his/her/its contribution to capital except as provided in the Company's Operating Agreement then in existence.

7.3 Non-Assignability of Membership Interest:


a) No Member may assign his/her Company interest in whole or in part without the express written consent of 100% of the Company's members, including the member attempting to assign his/her interest.

b) The assignee of a member's interest shall have no right to participate in the management of the business and affairs of the Company:

- i) without the express written consent of 100% of the members of the limited liability company including the member assigning the limited liability interest, and
- ii) as provided in the Operating Agreement, and
- iii) in compliance with any procedure provided for in the Operating Agreement.

c) No interest of any member shall be subject to forced assignment by any court of law.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed the Articles of Organization, this 14th day of October, 2014 and affirms that the Company has at least one member as of the effective date of these Articles.



Christopher C. MacEachern, Authorized Representative

2014 OCT 15 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA]
] ss:
COUNTY OF PALM BEACH]

The foregoing instrument was acknowledged before me this 14th of October, 2014, by Christopher C. MacEachern, Authorized Representative of the afore-described Articles of Organization, who is personally known to me and did not take an oath.

NOTARY PUBLIC:

SIGN  _____

PRINT _____

STATE OF FLORIDA AT LARGE (SEAL)

MY COMMISSION EXPIRES:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

LOUISIANA CARBON COMPANY, LLC, desiring to organize as a Limited Liability Company under the laws of the State of Florida with its principal office as indicated in the Articles of Organization, has named Christopher C. MacEachern having an address at 400 Clematis Street, Suite 207, West Palm Beach, Florida 33401 as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above named Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, accept the appointment, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



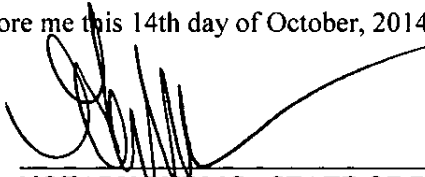
Christopher C. MacEachern

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

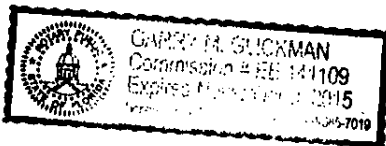
2014 OCT 15 PM 1:32

FILED

SWORN TO AND SUBSCRIBED before me this 14th day of October, 2014.



NOTARY PUBLIC - STATE OF FLORIDA



Name: _____
(Type, stamp or print)

Personally known or produced identification . If produced identification, type or identification produced: _____

