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EXAMINER

TO: Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: WORTMAN INDUSTRIES LLC

The enclosed Articles of Organization and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kira C. Wortman 4189 Gardenwood Circle Grant-Valkaria, Florida 32949

E-mail address (to be used for future annual report notification): cooperka@gmail.com

For further information concerning this matter, please call:

Kira C. Wortman at (765) 532-7320

Enclosed is a check for the following amount: \$130.00 Filing Fee and Certificate of Status

# **MAILING ADDRESS:**

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

DEC 23 P 4: 30

Thank you,

Kira C. Wortman

# ARTICLES OF ORGANIZATION OF WORTMAN INDUSTRIES LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 605 hereby makes, acknowledges, and files the following Articles of Organization (hereinafter referred to as "Articles"). undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

### ARTICLE I - NAME

The name of the limited liability company is Wortman Industries LLC, (hereinafter referred to as "Limited Liability Company").

#### ARTICLE II - PURPOSE

The Limited Liability Company is organized to engage in any business permitted in the Florida Limited Liability Company Act and any activity or business authorized under the Florida Statutes. In general, the Limited Liability Company shall carry on any and all incidental businesses; to have and exercise all the powers conferred by the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do. The Limited Liability Company shall have all powers granted to limited liability companies under Florida law.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the Limited Liability Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### <u>ARTICLE III – ADDRESS</u>

The mailing address and street address of the principal office of the Limited Liability Company is 4189 Gardenwood Circle, Grant-Valkaria, Florida 32949, or such other place as may be designated by the Member(s).

# ARTICLE IV – REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent is:

Kira C. Wortman 4189 Gardenwood Circle Grant-Valkaria, Florida 32949

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 605, F.S.

Kira C. Wortman

## **ARTICLE V - MANAGERS OR MEMBERS**

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"MGR" = Manager

"AMBR" = Authorized Member

Kira C. Wortman

4189 Gardenwood Circle

Grant-Valkaria, Florida 32949

AMBR

Robert D. Wortman

4189 Gardenwood Circle Grant-Valkaria, Florida 32949

# **ARTICLE VI – ADDITIONAL MEMBERS(S)**

Additional member(s) may be admitted to the Limited Liability Company only upon the unanimous vote of the existing Member(s). New Member(s) may be admitted upon such terms and conditions as the existing Member(s) may determine.

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No Member of the Limited Liability Company may transfer or assign its interest in the Limited Liability Company without the prior written consent of all the other Member(s). Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits, if any, or other compensation by way of income, if any, and the return of contributions, if any, to which the Member otherwise would be entitled.

### **ARTICLE VII - DISSOLUTION**

In the event of the death, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the Member(s) may specify by regulation or operating agreement, which terminates the continued membership of a Member of the Limited Liability Company shall be dissolved unless within thirty (30) days after such event the remaining Member(s) agree in writing to continue the business of the Limited Liability Company.

# <u>ARTICLE VIII – LIMITATION OF LIABILITY OF MEMBER(S)</u>

The personal liability of the Member(s) to the Limited Liability Company and other Member(s) shall be limited to the maximum extent allowed by Florida law, and there shall be no Member who is personally liable for the debts of, or claims against, the Limited Liability Company.

# **ARTICLE IX - INDEMNIFICATION**

The Limited Liability Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member(s) for any liability incurred in connection with any action, if such Member acted in good faith and in a manner reasonably believed to be in furtherance of, or not opposed to, the best interests of the Limited Liability Company. The Limited Liability Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Limited Liability Company, or is or was

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serving at the request of the Limited Liability Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorney's fees), judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Limited Liability Company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Limited Liability Company.

#### ARTICLE X – OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Limited Liability Company shall be vested in the Member(s) of the Limited Liability Company. An Operating Agreement adopted by the Member(s) may be repealed or altered; a new Operating Agreement may be adopted by the Member(s); and the Member(s) may prescribe in any Operating Agreement made by them that such Operating Agreement may not be altered, amended or repealed by the Member(s). The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Limited Liability Company not inconsistent with Florida law or the Articles or Organization.

## ARTICLE XI - EFFECTIVE DATE

The effective date for the Limited Liability Company shall be January 1, 2015

IN WITNESS WHEREOF, the undersigned Initial Member has caused these articles of organization to be executed this 17 to day of December, 2014.

# **REQUIRED SIGNATURE:**

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Signature of a member or an authorized representative of a member.

(In accordance with section 605.205(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Kira C. Wortman

Typed or printed name of signee

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SECRETARY OF STATE

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, WORTMAN INDUSTRIES LLC, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

- 1. The name of the Limited Liability Company is Wortman Industries LLC.
- 2. The name and the Florida street address of the registered agent and office are:

Kira C. Wortman
4189 Gardenwood Circle
Grant-Valkaria, Florida 32949

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 605, Florida Statutes.

Kira C. Wortman Registered Agent

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SECRETARY OF STATE
SECRETARY OF STATE