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**FLORIDA LIMITED LIABILITY CO.  
Halliard Brands, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
HALLIARD BRANDS, LLC**

**ARTICLE I  
Name**

The name of the limited liability company ("Company") is Halliard Brands, LLC.

**ARTICLE II  
Address**

The initial mailing address of the Company's principal office is 3315 West 7<sup>th</sup> Street Circle, Palmetto, Florida 34221. The initial street address of the Company's principal office is 3315 West 7<sup>th</sup> Street Circle, Palmetto, Florida 34221.

**ARTICLE III  
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV  
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Adron H. Walker. The address of the Company's registered office in Florida is Barnes Walker, Goethe, Hoonhout, & Perron, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V  
Management**

A. The Company is to be managed by the Members. Each Managing Member is identified as follows:

Thomas J. Laughlin, whose address is 3315 West 7<sup>th</sup> Street Circle, Palmetto, Florida 34221.  
Nicholas J. Hebert, whose address is 3315 West 7<sup>th</sup> Street Circle, Palmetto, Florida 34221.  
Michael J. Liccar, whose address is 3315 West 7<sup>th</sup> Street Circle, Palmetto, Florida 34221.  
Christina M. Liccar, whose address is 3315 West 7<sup>th</sup> Street Circle, Palmetto, Florida 34221.

B. A simple majority in interest of the Managing Members shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 605.0109, as from time to time amended, except:

1. Without having first obtained the prior written consent of an eighty percent (80%) majority in interest of the Managing Members, no Managing Members shall cause or permit the Company to:

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or permit the Company to:

- a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;
- b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or Regulations, or;
- c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;
- d. Hire, terminate, or modify the terms of employment of any Managing Member, or;
- e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;
- f. Invest in the debt or equity of any other person or entity, or;
- g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Managing Member shall not object in writing to any other Managing Member's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Managing Member shall be deemed to have consented to the other Managing Member's request.

2. Without having first obtained the prior written consent of all of the Managing Members, amend these Articles or the Operating Agreement of the Company to:

- a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;
- b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Managing Members, or;
- c. Modify the duration of this Company, or;
- d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do or fail to do any act that is prohibited by a resolution of the

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Members.

If any Managing Member shall not object in writing to any other Managing Member's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Managing Member shall be deemed to have consented to the other Managing Member's request.

C. A "majority in interest" shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Members of the Company.

#### **ARTICLE VI Continuation of Business**

A majority in interest of the remaining Members of the Company have the right to continue the business on 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 in the Company.

#### **ARTICLE VII Profits and Losses Allocation**

Profits and losses will be allocated to the Members in accordance with the Operating Agreement of the Company.

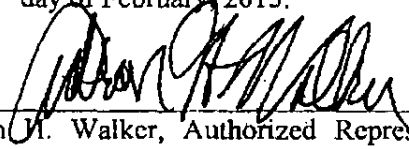
#### **ARTICLE VIII Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Managing Member and countersigned by a Managing Member other than the executing Managing Member, provided, however, that if a single individual is the sole Member and/or Managing Member, only that individual shall be required to sign said Articles of Amendment.

#### **ARTICLE IX Commencement**

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence on the 6th day of February, 2015, at 12:01 a.m.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles of Organization as of the 6<sup>th</sup> day of February, 2015.

  
Adron M. Walker, Authorized Representative of  
Michael J. Liccar, Managing Member

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**CERTIFICATE OF DESIGNATED  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for Liccar Enterprises, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, are: Adron H. Walker, Barnes Walker, Goethe, Hoonhout & Perron, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I heroby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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 as of February 6th

  
Adron H. Walker, Registered Agent

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