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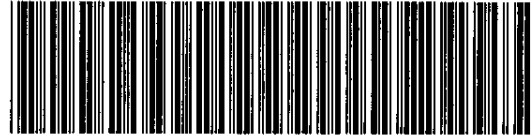
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15 DEC 20 15 5:27

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

**DAVIS, BROUSSARD, MARTIN,  
BERNARD & STEGER**

**ATTORNEYS AT LAW, PLLC**

[www.NEFLAW.COM](http://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

December 18, 2015

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

Re: BENGE CUSTOM SPECIALTIES, LLC

Ladies/Gentlemen:

Enclosed please find the 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

15 DEC 20 AM 9:20

**ARTICLES OF ORGANIZATION**  
**OF**  
**BENGE CUSTOM SPECIALTIES, 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 Company is **BENGE CUSTOM SPECIALTIES, LLC**. The street address of the company's principal office is: 86222 Pages Dairy Road, Yulee, Florida, 32097. The mailing address of the company's principal office is: 86222 Pages Dairy Road, Yulee, Florida, 32097.

**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, unit, or other form of membership certificate issued by the company shall have printed or stamped on it the following legend: **"These shares/units 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 Blvd., Ste. 104, Amelia Island, 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 member managed company operated by the initial members. Upon an increase of members above that number, the first initial members shall act as the

managing members and the company shall continue as a manager managed company as provided the by laws. The managing members 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 members and initial managing members of the company is/are:

<u>NAME</u>	<u>ADDRESS</u>
<b>GARY P. BENGE</b>	86222 Pages Dairy Road Yulee, FL 32097
<b>J. WALTER P. BENGE</b>	96300 Sweet Briar Lane Yulee, FL 32097
<b>STEPHEN P. BENGE, SR.</b>	1911 Reatta Lane Fernandina Beach, FL 32034

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

The managers are hereby authorized to make provision for reasonable compensation to its members 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 and by-laws of this company shall be adopted by the members. They may be adopted, altered, amended or repealed from time to time by either a majority in interest of the members or by majority vote of the managers, but the managers shall not alter, amend, or repeal any by-law adopted by the members if the members 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>
<b>GARY P. BENGE</b>	86222 Pages Dairy Road Yulee, FL 32097

#### **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 members is subject to this reservation. However, they may only be amended in the manner provided by law, and limited as follows: 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**

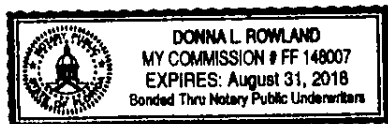
These articles shall become effective upon filing by the Secretary of State.

IN WITNESS WHEREOF, the organizer has executed these Articles the 27<sup>th</sup> day of December, 2015.

  
GARY P. BENGE

STATE OF FLORIDA)  
COUNTY OF NASSAU)

BEFORE ME, a Notary Public, personally appeared GARY P. BENGE, to me known to be the person described as Organizer 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 \_\_\_ day of December, 2015, 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 **BENGE CUSTOM SPECIALTIES, 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

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

**DATE:** December 27<sup>th</sup>, 2015



**CLYDE W. DAVIS**

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

15 DEC 28 AM 3: 29

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**OF**  
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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.

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<u>NAME</u>	<u>ADDRESS</u>
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#### **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 27<sup>th</sup> day of December, 2015.

  
\_\_\_\_\_  
GARY P. BENGE

STATE OF FLORIDA)  
COUNTY OF NASSAU)

BEFORE ME, a Notary Public, personally appeared **GARY P. BENGE**, to me known to be the person described as Organizer 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 \_\_\_ day of December, 2015, 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 **BENGE CUSTOM SPECIALTIES, 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

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

**DATE:** December 21<sup>st</sup>, 2015



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**CLYDE W. DAVIS**

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