

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000051874 3)))



H160000518743ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : CRARY, BUCHANAN, BOWDISH,
Account Number : 076424001425
Phone : (772) 287-2600
Fax Number : (772) 287-0115

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: turnbull@crarybuchanan.com

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
KINETIC ENGINEERING, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$25.00

RECEIVED
2016 FEB 29 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2016 FEB 29 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

((H16000051874 3)))

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
KINETIC ENGINEERING, LLC**

The undersigned, being authorized to execute and file these Amended and Restated Articles of Organization, hereby certifies that the Articles of Organization for this limited liability company were filed on January 8, 2016 and assigned Florida document number L16000006489, and further certifies that :

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "Kinetic Engineering, LLC."

ARTICLE II — Address:

The new mailing address and street address of the principal office of the Company is 3500 SW Corporate Parkway, Suite 203, Palm City, FL 34990.

ARTICLE III — Registered Agent:

The name and the Florida street address of the initial registered agent is W. Scott Turnbull, Crary Buchanan, P.A., 759 S.W. Federal Highway, Suite 106, Stuart, Florida 34994.

ARTICLE IV — Management:

The Company is a member-managed entity. The authorized managing members are Martin H. Garcia and Ashley T. Garcia.

ARTICLE V — Limitation on Agency Authority of Members:

Pursuant to Chapter 605 of the Florida Revised Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

Article VI — Transferability of Membership Interests

Except as otherwise provided in the Operating Agreement, no member may transfer all or any part of his or her interest to any person, whether voluntarily, involuntarily or by operation of law, without the prior written consent of all of the members, which consent may be withheld in the sole and absolute discretion of the members. Transfer includes the sale, exchange, pledge, encumbrance or other transfer or disposition by a member of any part of his or her interest, whether for valuable consideration or as a gift. Furthermore, in no event shall any transferee or assignee of an interest have any right to be admitted to the Company as a member, whether or not the transfer was approved by the prior written consent of all of the members. If a transfer of a member's interest is approved by the prior written consent of the members, but the transferee is not admitted to the Company as a member, then the transferee shall have no right to become a

((H16000051874 3)))

member, to participate in the management of the Company, or to exercise any of the rights or powers of a member. The transferee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the transferor was entitled, to the extent assigned, pursuant to the rights and obligations of that class of membership interest as delineated in the Company's Operating Agreement.

Article VII – Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, distributions upon liquidation, or prior to liquidation, guaranteed payments for services or guaranteed payments for the use of capital, and any other return of capital, preferential or otherwise, is at the sole and absolute discretion of the Manager, who is not required to be a member, and whose election, appointment, or removal may be restricted by the Operating Agreement, or may require the written consent of all voting members, or of the Manager.

This Amended and Restated Articles of Organization shall be effective on the date filed by the department.

IN WITNESS WHEREOF, I have signed these Amended and Restated Articles of Organization as an authorized representative of the authorized members and acknowledged them to be my act this 29th day of February, 2016.

Lou Ann Rutkowski Crary-Buchanan
Signature of authorized representative

W. Scott Turnbull
Typed or printed name of signer

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 605, Florida Statutes.

W. Scott Turnbull
Signature of Registered Agent

W. Scott Turnbull
Typed or printed name of signer

FILED
2016 FEB 29 AM 9:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA