

616000044640

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.

((H16000056486 3)))



H160000564863ABC3

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) 617-6381

From:

Account Name : BARNES WALKER, CHARTERED
Account Number : 102371002705
Phone : (941) 741-8224
Fax Number : (941) 708-3225

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 MAR -4 PM 4:50

FILED

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

Email Address: gthomas@barneswalker.com

FLORIDA LIMITED LIABILITY CO.
KENNETT (UK), LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

RECEIVED

16 MAR -4 AM 10:36

TALLAHASSEE, FLORIDA

03-0716

((H16000056486 3)))

**ARTICLES OF ORGANIZATION
OF
KENNETT (UK), LLC**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is KENNETT (UK), LLC.

**ARTICLE II
Address**

The initial mailing address of the Company's principal office is 9 Old Priory Park, Old London Road, St. Albans, AL1 1QF, UK. The initial street address of the Company's principal office is 9 Old Priory Park, Old London Road, St. Albans, AL1 1QF, UK.

**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 Elayne R. Britt. The address of the Company's registered office in Florida is 7717 27th Avenue West, Bradenton, FL 34209.

**ARTICLE V
Management**

A. The Company is to be managed by Managers who will generally serve from annual meeting to annual meeting of the Members unless the Company's Operating Agreement dictates otherwise. The initial Managers, however, shall serve at least until the organizational meeting of the Company and are identified as follows:

NINA LIDDER, whose address is 9 Old Priory Park, Old London Road, St. Albans, AL1 1QF, UK.

JON HUSSEY, whose address is 9 Old Priory Park, Old London Road, St. Albans, AL1 1QF, UK.

((H16000056486 3)))

FILED
16 MAR -4 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H16000056486 3)))

B. The Managers, acting jointly and not alone, 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, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

1. Without having first obtained the prior written consent of a simple majority in interest of the Members, the Managers shall not cause or permit the Company to:

a. Sell, convey, transfer, assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than 15 years, or execute and deliver any deed, mortgage, or lease of, any Company real property, or any part or interest thereof, 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. Hire, terminate, or modify the terms of employment of any Manager, or;

d. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

e. Invest in the debt or equity of any other entity, or;

f. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

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

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

a. Reduce the "LLC Interest" (as defined in the Company's Operating Agreement), "Member Status" (as defined in the Company's Operating Agreement), rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or;

b. Enlarge the LLC Interest, Member Status (if applicable), rights, privileges, or benefits or reduce the duties and obligations of the Managers, or;

c. Modify the duration of this Company, or;

((H16000056486 3)))

((H16000056486 3)))

- d. Affect the rights or restrictions regarding the assignability of Member Status or Transferable Interest, or;
- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

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

C. A "majority in interest," without more, shall mean a simple majority, as determined by their "LLC Interest Percentages" (as defined in the Company's Operating Agreement) 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 that 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 their ownership interests.

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 Member and countersigned by a Manager other than the executing Member, provided, however, that if a single party is the sole Member and Manager, only that party shall be required to sign said Articles of Amendment.

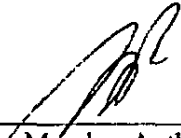
((H16000056486 3)))

((H16000056486 3)))

ARTICLE IX
Commencement

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles of Organization on this 3d day of March, 2016.



Garret T. Barnes, Member Authorized
Representative of Nina Lidder, Member

(((H16000056486 3)))

**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 KENNETT (UK), 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: Elayne R. Britt, 7717 27th Avenue West, Bradenton, FL 34209.

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 hereby 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: March 3rd, 2016.


Elayne R. Britt, Registered Agent

FILED
16 MAR -4 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H16000056486 3)))