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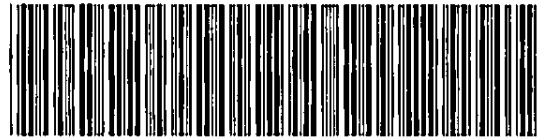
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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MAR 16 2018

**B A R K S**  
L A W F I R M

James A. Barks, Attorney  
Jim@BarksLawFirm.com

Stuart J. Barks, Attorney  
Stuart@BarksLawFirm.com

March 7, 2018

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: WTR, LLC

Ladies/Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$155.00, Articles of Organization, and copy of same.

Amounts on the enclosed check are broken down as follows:

\$100.00 - Filing Fee

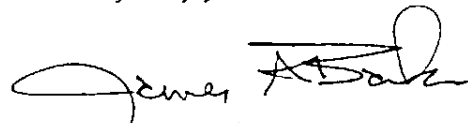
\$ 25.00 - Designating Registered Agent

\$ 30.00 - Certified copy of Articles of Organization

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,

  
James A. Barks

JAB/jst

Enclosures

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ALLEN COUNTY CLERK  
STATE OF FLORIDA

ARTICLES OF ORGANIZATION  
OF  
WTR, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be WTR, LLC, and its principal office and mailing address shall be located at 205 North Elm Ave, Sanford, Florida 32771, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of 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.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others

incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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.

#### ARTICLE III. NUMBER OF UNITS

The number of units that this limited liability company is authorized to issue is 100.

#### ARTICLE IV. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE V. MANAGEMENT

This limited liability company shall be a member-managed company and shall be managed by three (3) members. The names and addresses of the persons who shall serve until the

first annual meeting of members or until their successors are elected and qualified are as follows:

WILLIAM T. ROYSTER, Trustee u/t/d July 3, 2002  
205 North Elm Avenue  
Sanford, Florida 32771

THOMAS FRANK, as Trustee of the Thomas J. Frank Family Trust dated May 24, 2000  
205 North Elm Avenue  
Sanford, Florida 32771

ROBERT KIMELMAN and JENNIFER KIMELMAN, as Trustees of the Robert  
Kimelman Family Trust dated June 21, 2016  
205 North Elm Avenue  
Sanford, Florida 32771

#### ARTICLE VI. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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 limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VII. PURCHASE OF UNITS ON DEATH

A. LLC to Redeem Units of Deceased Unit Holders. Upon the death of a unit holder, the personal representative of the estate of the deceased unit holder shall sell to the LLC

and the LLC shall be obligated to purchase the unit or units, and any interest in such unit, owned by the deceased unit holder on the date of his death for the price hereinafter stipulated in this Article. The personal representative or trustee of the estate or trust of the deceased unit holder shall serve notice of the death of the deceased unit holder on the LLC and on each of the other unit holders within thirty (30) days after the date of death. Regardless of whether or not such personal representative or trustee shall serve the notice herein required, the LLC shall be required to purchase all of the units, and any interest in such units, owned by the deceased unit holder on the date of his death by giving notice of such right to purchase such units, or interest in such units, to the personal representative or trustee of the estate or trust of the deceased unit holder (or if there is no personal representative/trustee appointed as of such time, then such notice may be given to the last address for such deceased unit holder and the other parties hereto anytime within sixty (60) days after the death of the deceased unit holder. Exercise of said right by the LLC to purchase the units owned by the deceased unit holder on the date of his death shall be made in the form of a resolution adopted by the unit holders at a valid meeting, except that the units owned by the deceased unit holder on the date of his death shall not be voted at such meeting, and the units owned by the deceased unit holder on the date of his death shall not be considered as issued and outstanding in determining the existence of a quorum or counted for a majority vote.

B. Determination of Purchase Price and Terms. In the event that any Units are to be purchased pursuant to the foregoing provisions of this Paragraph, the following provisions shall apply:

1. Price. The purchase price to be paid for each of the units hereunder shall be the average of two appraisals of the business (one chosen by the surviving unit holders and one

chosen by the Trustee of a deceased unit holder's trust) divided by the total number of shares outstanding as of the date of death of the deceased shareholder.

In the event that the remaining unit holders and the Trustee of the deceased unit holder's trust agree, the purchase price can be established by utilizing the property appraiser's value or one appraiser rather than the two appraisals required by this provision.

2. Manner of Payment. The purchase price of each unit to be purchased pursuant to the foregoing provisions of this Paragraph shall be paid within sixty (60) days after there has been an offer and acceptance under this Article.

C. Application to Transferees. The provisions of this Paragraph shall apply to the transferee of any of the deceased unit owner's units, and any interest in such Units, including, by way of illustration and not by way of limitation, the personal representative of any deceased unit holder or his estate or trust or the beneficiary or other successor to any of the deceased Unit owner's share or Units, and any interest in such Units.

D. Time and Method of Payment. Upon the closing of any sale pursuant to this Paragraph, the LLC shall pay the purchase price therefor in the same manner as set forth in Paragraph B (2) above.

E. The provisions of this Article shall also apply if a trust is a unit holder. In that case, the term "Decedent" shall refer to the death of the current income beneficiary of the trust or the transferor or units to a trust which is a unit holder of the LLC subject to this Agreement.



ARTICLE VIII. CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the members as follows:

THOMAS FRANK, as Trustee of the Thomas J. Frank Family Trust dated May 24, 2000	25%
ROBERT KIMELMAN and JENNIFER KIMELMAN, as Trustees of the Robert Kimelman Family Trust dated June 21, 2016	25%
WILLIAM T. ROYSTER, Trustee u/t/d July 3, 2002	50%

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions as follows:

THOMAS FRANK, as Trustee of the Thomas J. Frank Family Trust dated May 24, 2000	25%
ROBERT KIMELMAN and JENNIFER KIMELMAN, as Trustees of the Robert Kimelman Family Trust dated June 21, 2016	25%
WILLIAM T. ROYSTER, Trustee u/t/d July 3, 2002	50%

ARTICLE IX. PROFITS AND LOSSES

(A) The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits as set forth in Article VIII. The distributive share of the profits shall be determined and paid to the members each year.

(B) All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE X. DURATION


This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


ARTICLE XI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 205 North Elm Avenue, Sanford, Florida 32771, and the name of the company's initial registered agent at that address is ROBERT KIMELMAN.

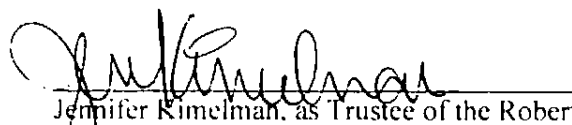
The undersigned, being original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of WTR, L.L.C.

Executed by the undersigned at Sanford, Florida on March 3, 2018.

  
\_\_\_\_\_  
William T. Royster, as Trustee u/t/d July 3, 2002

  
\_\_\_\_\_  
Thomas J. Frank, as Trustee of the Thomas J. Frank Family Trust dated May 24, 2000

  
\_\_\_\_\_  
Robert Kimelman, as Trustee of the Robert Kimelman Family Trust dated June 21, 2016

  
\_\_\_\_\_  
Jennifer Kimelman, as Trustee of the Robert Kimelman Family Trust dated June 21, 2016

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

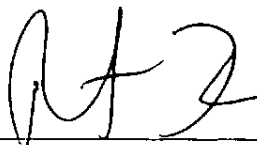
COUNTY OF SEMINOLE

Pursuant to the provisions of F.S. Chapter 605, of the Florida Revised Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is WTR, LLC.

The name of the registered agent for WTR, LLC is ROBERT KIMELMAN and the street address of the company's principal office where the agent is located is 205 North Elm Avenue, Sanford, Florida 32771. This statement is to acknowledge that, as indicated above, WTR, LLC, has appointed me, ROBERT KIMELMAN, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: March 3, 2018.

  
Robert Kimelman

STATE OF FLORIDA  
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