

L19000113063

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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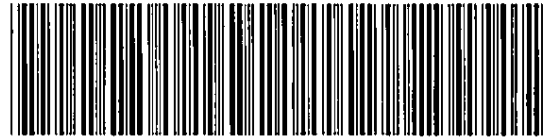
(Business Entity Name)

(Document Number)

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

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2019 MAY -3 PM 2:30  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

MAY -3 2019

C Kinsey

**COVER LETTER**

**TO: New Filing Section  
Division of Corporations**

**SUBJECT:** Merica Holdings LLC  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ed Steinmeyer

Name of Person

WSource Capital Group, Inc.

Firm/Company

2282 Killbuck Center Boulevard, Suite C

Address

Tallahassee, Florida 32309

City/State and Zip Code

cas@wsoucegroup.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ed Steinmeyer

850

270-6990

at ( )

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$125.00 Filing Fee

☒

\$130.00 Filing Fee &  
Certificate of Status

☐

\$155.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐

\$160.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**Mailing Address**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION  
OF  
MERICA HOLDINGS LLC**

**ARTICLE 1  
NAME**

The name of the limited liability company is Merica Holdings LLC ("Company").

**ARTICLE 2  
ADDRESS**

The mailing address and street address of the principal office of the Company is:

2282 Killearn Center Boulevard, Suite C  
Tallahassee, Florida 32309

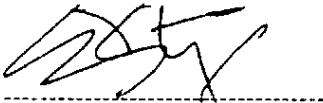
**ARTICLE 3  
REGISTERED AGENT, REGISTERED OFFICE, AND  
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the initial registered agent is:

Edwin A. Steinmeyer  
2282 Killearn Center Boulevard, Suite C  
Tallahassee, Florida 32309

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 605, Florida Statutes.*

Registered Agent's Signature:



Edwin A. Steinmeyer

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ARTICLE 4  
MANAGEMENT

4.1. The Company shall be manager-managed unless otherwise decided by its members. The initial manager of the Company is:

WSource Capital Group, Inc., a Delaware corporation  
2282 Killearn Center Boulevard, Suite C  
Tallahassee, Florida 32309

4.2. The initial member of the Company is:

WSource Capital Group, Inc., a Delaware corporation  
2282 Killearn Center Boulevard, Suite C  
Tallahassee, Florida 32309

4.3. Except as may be otherwise expressly required by Florida law or a provision of these Articles of Organization ("Articles"), the Manager shall have and may exercise, transact, manage, promote, and carry on all of the powers, authorities, businesses, objectives, and purposes of the Company.

4.4. The members of the Company may, from time to time, take in additional members, appoint or elect officers, define officer job descriptions, define the Manager's job description, and authorize and empower Company officers to manage some or all of the business affairs of the Company under the direction of the Manager as may be set forth from time to time in the Company's operating agreement.

ARTICLE 5  
OTHER PROVISIONS

The following additional provisions are in furtherance and not limitation of any power, privilege, or purpose conferred or permitted by law:

4.1. The purpose of the Company is to engage in any lawful act or activity in the United States or elsewhere.

4.2. The Company shall have perpetual existence unless otherwise decided by its members.

4.3. The Company may indemnify and advance indemnification expenses to the fullest extent permitted by Florida law to any person or entity made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that he, his testator, or intestate is or was a manager, member, director, officer, or employee of the Company or any successor of the Company, or serves or served at any other enterprise as a director, officer, or employee at the request of the Company or any successor to the Company. The Company may, to the fullest extent permitted by Florida law, purchase and maintain insurance on behalf of any such member or officer against any liability that may be asserted against him and may enter contracts providing for the indemnification of any such person to the fullest extent permitted by Florida law. Neither any amendment nor repeal of this provision, nor

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the adoption of any provision of these Articles inconsistent with this provision, shall eliminate or reduce the effect of this provision in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this provision, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

4.4. Managers and members shall not have any liability for the obligations or liabilities of the Company except to the extent provided by Florida law. Should a member have a creditor with a judgment that was issued an assignment of the member's membership interest, the creditor shall only obtain an assignment of the membership interest, not the actual transfer of the membership in the Company. The new assignee shall not have any rights of or as a member or have the ability to be involved in management of the Company or the right to dissolve or otherwise liquidate all or a portion of the Company or its assets. The new assignee is only granted rights to authorized distributions from the member's interest if all members decide to make any distribution. The assignee shall not have, hold, or otherwise enjoy the rights of membership in the Company. The assignee must release the member's interest back to the member upon payment of the judgment resulting in the original assignment, or as may be otherwise agreed to by the member and the assignee.

4.5. Meetings of members may be held within or outside of the state of Florida.

4.6. The members may take action by written consent in lieu of a meeting with the written consent of all members.

4.7. Subject to limitations of Florida law, the books of the Company may be kept outside the state of Florida at such place or places as may be designated from time to time by the Manager or members.

4.8. These Articles shall only be revised or amended by an affirmative vote of valid voting members owning at least seventy-five (75%) percent of the issued and outstanding units at the time of the vote. To be a valid and binding vote and action to revise or amend the Articles, a meeting must: i) be noticed in writing by the Company's Manager or a member ten (10) days in advance of the meeting, and the notice must contain and specify all proposed edits to the Articles; and ii) be held by conference call or in-person and must be attended by all valid voting members of the Company or their valid and legal proxy.

*This document is executed in accordance with section 605.0203(1)(b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in section 817.155, Florida Statutes.*

**WSOURCE CAPITAL GROUP, INC.,  
Manager and Sole Member of Merica Holdings LLC**



By: Jeffrey M. Littlejohn  
Its: President