

L19000113063

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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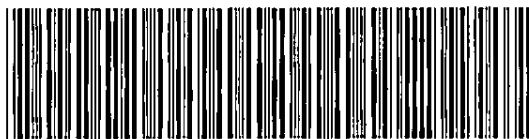
(Business Entity Name)

(Document Number)

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MAY 22 2019

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Merica Holdings LLC
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Statement of Correction and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ed Steinmeyer

Name of Person

Merica Holdings LLC

Firm/Company

2282 Killearn Center Boulevard

Address

Tallahassee, FL 32309

City/State and Zip Code

eas@wsourcegroup.com

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

For further information concerning this matter, please call:

Ed Steinmeyer

Name of Person

at (850) 443-0091

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☒ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy

CR2E062 (9/15)

FILED
2016 MAY 22 A 2:46
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

**STATEMENT OF CORRECTION
FOR
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to section 605.0209, F.S., this document is being submitted to correct a previously filed document.

FIRST: The name of the limited liability company is: Merica Holdings LLC

SECOND: The Florida Document number of the limited liability company is: L19000113063

THIRD: Document to be corrected is: Articles of Organization

(CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT)

- ☒ Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:

Incorrect paragraph numbering in Article 5

OR

- ☐ Was defectively signed. The manner in which the document was defectively signed and the appropriate correction are as follows:

OR

- ☐ The electronic transmission of the record was defective.

See attached

Signature of Authorized Representative

Date

Signature of new registered agent, if applicable : (NOTE: if correcting the registered agent, the new registered agent must sign accepting the designation).

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Registered Agent's Signature

Filing Fee: \$25.00
Certified Copy: \$30.00 (optional)

ARTICLES OF ORGANIZATION

OF

MERICA HOLDINGS LLC

(Corrected)

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 Killeam Center Boulevard, Suite C
Tallahassee, Florida 32309

ARTICLE 3

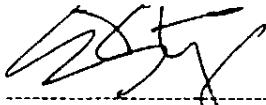
REGISTERED AGENT, REGISTERED OFFICE, AND
REGISTERED AGENT'S SIGNATURE

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

Edwin A. Steinmeyer
2282 Killeam 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

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:

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

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

5.3. 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

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.

5.4. 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.

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

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

5.7. 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.

5.8. 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