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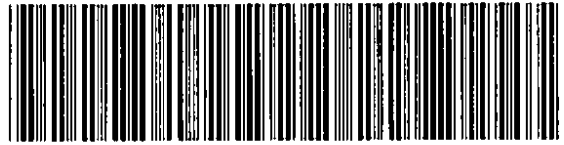
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2021 JUN -2 PM 3:27JUN -2 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D O'KEEFE
JUN 02 2021

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: OMNICORE USA, 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:

John ROBERTSON
Name of Person

Firm/Company

3520 THOMASVILLE RD SUITE 201-C
Address

TALLAHASSEE FL 32309
City/State and Zip Code

JOHN.ROBERTSON@OMNICOREUSA.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**ARTICLES OF ORGANIZATION
FOR
OMNICORE USA, 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 company shall be OMNICORE USA, LLC; and its principal office shall be located at 3520 Thomasville Road Suite 201-C, Tallahassee, Florida 32309, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the company is 1400 Village Square Blvd Suite 3-224, Tallahassee, Florida 32312.

ARTICLES 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 services 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 authorized 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

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 for the limited liability company or as otherwise provided in the Company's operating agreement.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by not less than one (1) general manager nor more than three (3) general managers. The names and addresses of the persons who shall serve initially until successors are elected and qualified are as follows:

Dale L. Robertson
816 Wynwood Drive
Prattville, AL 36067

Brian J. Robertson
300 Sunesta Court
Crestview, FL 32536

John F. Robertson
3802 Kerry Court
Tallahassee, FL 32309

ARTICLE V 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 consent of a majority of the remaining members in the manner specified in the Company's operating agreement.

ARTICLE VI PROFITS AND LOSSES

The members shall be entitled to profits and losses arising from the operation of the limited liability company business. Each member shall be entitled to a proportionate distributive share of the profits and losses in accordance with the terms and conditions of the Company's operating agreement.

11.05 AMENDMENTS. This Agreement may be altered, amended, restated, or repeated and a new Agreement may be adopted by a vote of two-thirds (2/3) in interest of all of the Members, after notice and opportunity for discussion of the proposed alteration, amendment, restatement, or repeal. Notwithstanding anything to the contrary in this Agreement, no amendment shall be retroactive, nor shall any amendment change the allocation of any income, gain, deduction, loss, or distribution without the unanimous consent of the Members.

11.06 VIOLATION OF THIS AGREEMENT. Any Member who shall violate any of the terms, conditions, and provisions of this Agreement shall keep and save harmless the Company and shall also indemnify the other Members from any and all claims, demands and actions of every kind and nature whatsoever which may arise out of or by reason of such violation of any of the terms and conditions of this Agreement.

11.07 ARBITRATION. Any controversy, dispute or question arising out of, or in connection with this Agreement or its interpretation, performance, or nonperformance or any breach thereof shall be determined by arbitration, conducted in accordance with the rules of the American Arbitration Association, and any decision rendered by the American Arbitration Association shall be binding on the parties hereto. Any judgment upon any award, which may include an award of damages, may be entered in the highest state or federal court having jurisdiction thereof. The costs of any arbitration are to be borne equally by the parties involved.

11.08 SEVERABILITY. If any provision of this Agreement or its application to any person or circumstance shall, for any reason or to any extent, be found to be invalid or unenforceable, the remainder of this Agreement or the application of such provision to the other persons or circumstances shall be enforced to the greatest extent permitted by law.

11.09 GOVERNING LAW AND VENUE. This Agreement and the rights and liabilities of all parties shall be governed by the laws of the State of Florida. Any suit arising out of or for interpretation of this Agreement shall be brought in the Circuit Court for Leon County, Florida where venue for such suit shall be deemed to lie.

IN WITNESS WHEREOF the parties have hereunto set their hands this 11TH day of MARCH 2021.

 (SEAL)
DALE L. ROBERTSON

 (SEAL)
BRIAN J. ROBERTSON

 (SEAL)
JOHN F. ROBERTSON

FILED
21 JUN -2 PM 12:43
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

STATE OF ALABAMA
COUNTY OF AUTAUGA

THE FOREGOING INSTRUMENT was acknowledged before me this 15 day of March, 2021, by DALE L. ROBERTSON, [] who is personally known to me or [] who has produced ALDL 8716179 as identification and who did/did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 15 day of March, 2021.

[Signature]
Notary Signature

Jay Cozad
Print Notary Name

(SEAL)

My Commission Expires 10/03/2021

STATE OF FLORIDA
COUNTY OF OKALOOSA

THE FOREGOING INSTRUMENT was acknowledged before me this 22nd day of March, 2021, by BRIAN J. ROBERTSON, [] who is personally known to me or [X] who has produced Florida Driver License as identification and who did/did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 22nd day of March, 2021.

[Signature]
Notary Signature

Suzette Davis
Print Notary Name



FILED
21 JUN -2 PM 12:4
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 11th day of March, 2021, by JOHN F. ROBERTSON, [] who is personally known to me or ☒ who has produced FL ID as identification and who did/did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 11th day of March, 2021.

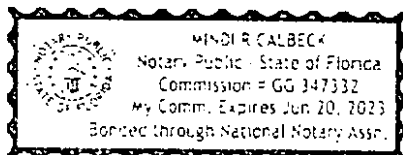
Mindi R Calbeck

Notary Signature

Mindi R Calbeck

Print Notary Name

(SEAL)



FILED
21 JUN -2 PM 12:43
St. George, FL
TALLAHASSEE, FLORIDA

ARTICLE VII
DURATION

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

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The address of the initial registered office of the limited liability company is 3520 Thomasville Road, Suite 201-C, Tallahassee, Florida 32309 and the name of the company's initial registered agent at that address is JOHN F. ROBERTSON.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of OMNICORE USA, LLC

Executed by the undersigned on this 11TH day of
MARCH, 2021.


DALE L. ROBERTSON


BRIAN J. ROBERTSON


JOHN F. ROBERTSON

FILED

21 JUN -2 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ALABAMA
COUNTY OF AUTAUGA

THE FOREGOING INSTRUMENT was acknowledged before me this 15 day of March, 2021, by DALE L. ROBERTSON, [] who is personally known to me or [] who has produced ALDL 8716179 as identification and who did/did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 15 day of March, 2021.

[Signature]
Notary Signature

(SEAL)

Jay Conrad
Print Notary Name

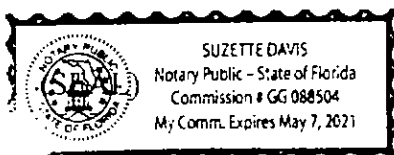
My Commission Expires 10/03/2021

STATE OF FLORIDA
COUNTY OF OKALOOSA

THE FOREGOING INSTRUMENT was acknowledged before me this 22nd day of March, 2021, by BRIAN J. ROBERTSON, [] who is personally known to me or [X] who has produced Florida Driver License as identification and who did/did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 22nd day of March, 2021.

[Signature]
Notary Signature



Suzette Davis
Print Notary Name

REGISTERED AGENT'S CERTIFICATE

State of Florida
County of Leon

Pursuant to the provisions of Section 608.507 of the Florida 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 **OMNICORE USA, LLC**.

The name of the registered agent for **OMNICORE USA, LLC**, is JOHN F. ROBERTSON and the street address of the company's principal office here the agent is located is 3520 Thomasville Road, Suite 201-C, Tallahassee, Florida 32309.

This statement is to acknowledge that, as indicated above, **OMNICORE USA, LLC**, has appointed me, JOHN F. ROBERTSON, 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.



JOHN F. ROBERTSON

The foregoing instrument was acknowledged before me this 11TH day of MARCH, 2021, by JOHN F. ROBERTSON, agent on behalf of OMNICORE USA, LLC, a limited liability company. He [] is personally known to me or [] has produced _____ as identification.

Notary Signature

(SEAL)

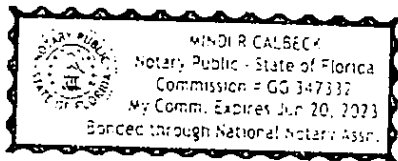
Print Notary Name

FILED
21 JUN -2 PM 12:43
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 1th day of March, 2021, by JOHN F. ROBERTSON, [] who is personally known to me or ☒ who has produced FD as identification and who did/did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 1th day of March, 2021.



(SEAL)

Mindi R Calbeck
Notary Signature

Mindi R Calbeck
Print Notary Name

FILED
21 JUN -2 PM 12:43
TALLAHASSEE, FLORIDA