

L95 000000 245

A. Eugene Lewis  
(Requestor's Name)  
216 W. College Ave. Suite 201  
(Address)  
Tallahassee FL 32301 915-5000  
(City, State, Zip) (Phone #)

OFFICE USE ONLY 200001442882

03/23/95 01060-014  
\*\*\*337.50 \*\*\*337.50

FILED  
95 MAR 23 PM 1:22  
TALLAHASSEE, FL 32301  
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MARINE COLLAGEN CORPORATION, L.C.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☒ Mail-out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Per Peter:  
Delete "Corporation"  
from name.

NANCY HENDRICKS MAR 28 1995

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
MARINE COLLAGEN CORPORATION, L.C.  
(a Limited Liability Company)**

**FILED**  
95 MAR 28 PM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, et seq., Florida Statutes (the "Act"), do sign, acknowledge and deliver in duplicate to the Secretary, Florida Department of State, these Articles of Organization.

**ARTICLE I**

*Name*

The name of the limited liability company (hereinafter referred to as the "Company") shall be Marine Collagen Corporation, L.C., whose address is 3583 Doris Drive, Tallahassee, Florida 32302.

**ARTICLE II**

*Period of Duration*

The period of duration for the Limited Liability Company shall be from the date of filing these Articles with the Florida Division of Corporations and continuing for thirty (30) years, unless extended as provided in the Operating Agreement and Regulations.

**ARTICLE III**

*Business of the Company*

This Company is authorized to conduct all lawful businesses within and without the State of Florida and as authorized pursuant to Sections 608.401, et. seq., Florida Statutes.

**ARTICLE IV**

*Management*

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as initial managers are:

Dr. A. Gib DeBusk, Managing Director  
3583 Doris Drive  
Tallahassee, Florida 32302

Dr. Lloyd Wolfinbarger, Jr.  
1509 Cedar Lane  
Norfolk, Virginia 23508

Mr. Jack Rudloe  
Post Office Box 428  
151 Clark Drive  
Panacea, Florida 32346

#### ARTICLE V

##### *Registered Office and Registered Agent*

The principal office of the Company in this State shall be 3583 Doris Drive, Tallahassee, Florida 32302 and the Registered Agent shall be A. Eugene Lewis, 216 West College Avenue, Suite 201, Tallahassee, Florida 32301.

#### ARTICLE VI

##### *Admission of Additional Members*

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Operating Agreement and Regulations of the Company.

#### ARTICLE VII

##### *Members Rights to Continue Business*

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as set forth in the Operating Agreement and Regulations of the Company.

#### ARTICLE VIII

##### *Distributions in Kind*

The Company may distribute assets in-kind as provided in the Operating Agreement and

Regulations of the Company.

## ARTICLE IX

### *Meetings Not Required*

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

## ARTICLE X

### *Limitation on Manager Liability*

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except that this Article X does not eliminate or limit the liability of a manager to the extent that the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of the manager is expressly provided by an applicable statute. Any repeal or amendment of this Article X by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager of the Company is not liable is set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of the State of Florida hereinafter enacted that further limits the liability of a manager of a limited liability company or of a director of a corporation.

## ARTICLE XI

### *Miscellaneous*

Power of Attorney and Amendment. The Chairman of the Board of Managers, the Managing Director and/or Manager-Finance, severally, and their successors shall be, and by these presents hereby are appointed the true and lawful attorneys-in-fact for the Members and

their respective assignees, and each of them with full power and authority for them in their names to execute, acknowledge or swear to and file Amendments of these Articles of Organization and other Company documents as follows:

(1) To amend these Articles in any respect except to substitute a Chairman of the Board of Managers, Managing Director or Manager-Finance (other than through a merger or reorganization of the Managing Member) or to decrease or diminish the duties, liabilities or responsibilities of the Chairman of the Board of Managers, Managing Director or Manager-Finance or to increase the liability of any Member in any respect.

(2) Deeds, notes, mortgages, security instruments of any kind and nature, leases, contracts and such other instruments as may be necessary to carry on the business of the Company as set forth in Article III hereto, provided that no such instrument shall increase the personal liability of any Member herein; and

(3) All documents that may be required to effectuate the dissolution and termination of the Company.

It is expressly intended by each of the Members that the foregoing power of attorney is coupled with an interest. The foregoing power of attorney shall be irrevocable except upon dissolution and survive the delivery or assignment by any of the Members of the whole or any portion of their membership interest and when the assignee has executed a power of attorney coupled with an interest and the foregoing power of attorney of the assignor Member shall survive the delivery of such assignment for the sole purpose of enabling the Chairman of the Board of Managers or Manager-Finance to make, execute, deliver, acknowledge and file any and all instruments necessary to effectuate such substitution. It is understood that the Chairman of the Board of Managers or Manager-Finance may require that the assignee execute a similar power of attorney as a condition of his admission as a substitute Member.

Gender. The masculine and neuter gender has been used interchangeably in these Articles and each may be considered to refer to the other if appropriate.

Binding Effect. These Articles shall inure to the benefit of and be binding upon the parties hereto, their legal representatives, transferees, successors, survivors, heirs and assigns.

Duplicate Originals. For the convenience of the parties hereto, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

Construction. These Articles shall be interpreted and construed in accordance with the laws of the State of Florida. The titles of the Sections and Subsections herein have been inserted as a matter of convenience of reference only and shall not control or affect the meaning of construction of any of the terms or provisions herein.

Entire Agreement. These Articles and the Operating Agreement and Regulations of the Company are intended by the parties hereto to be the final expression of their agreement and is the complete and exclusive statement of the terms of such agreement notwithstanding any representations or statements of the contrary heretofore made.

IN WITNESS WHEREOF, the parties have entered into, executed and made these Articles of Organization as of the day first above written.

Member: Dr. A. Gib DeBusk

A. Gib DeBusk  
Dr. A. Gib DeBusk

STATE OF FLORIDA  
COUNTY OF LEON

BEFORE ME, Linda V. Nickelsen, a Notary Public, on the 20<sup>th</sup> day of March, 1995, in and for Leon County, State of Florida, personally appeared Dr. A. Gib DeBusk as a Member, who, being personally known to me ~~or who have shown proper identification~~ and he, being first duly sworn by me, upon his oath acknowledged the due execution of the foregoing Articles of Organization of Marine Collagen Corporation, L.C., freely and voluntarily for the purposes therein stated.

Linda V. Nickelsen  
Notary Public  
My Commission expires July 7, 1998  
LINDA V. NICHOLSEN  
MY COMMISSION # CC363352 EXPIRES  
July 7, 1998  
BONDED THRU TRU FARM INSURANCE, INC.

Registered Agent: A. Eugene Lewis

I HEREBY ACCEPT my nomination as  
Registered Agent.

By: A. Eugene Lewis  
A. Eugene Lewis

STATE OF FLORIDA  
COUNTY OF LEON

BEFORE ME, Angela Jo Walker, a Notary Public, on the 17<sup>th</sup> day of March, 1995, in and for Leon County, State of Florida, personally appeared A. Eugene Lewis, as Registered Agent, who, being personally known to me, and he, being first duly sworn by me, upon his oath acknowledged the due execution of the foregoing Articles of Organization of Marine Collagen Corporation, L.C., freely and voluntarily for the purposes therein stated.

OFFICIAL NOTARY SEAL  
ANGELA JO WALKER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC306495  
MY COMMISSION EXP. AUG. 3, 1997

Angela Jo Walker  
Notary Public  
My Commission expires:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
MARINE COLLAGEN CORPORATION, L.C.

STATE OF FLORIDA  
COUNTY OF LEON

The undersigned member or authorized representative of a member of Marine Collagen Corporation, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of property or services other than cash contributed by members is \$-none-.
4. The total amount of cash or property or services anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.

A. Gib DeBusk  
Authorized Member or Authorized  
Representative of a Member

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 1995, by A. Gib DeBusk, ☒ who is personally known to me ~~or~~ ☐ who has provided \_\_\_\_\_ as identification and who did take an oath.

Linda V. NicholSEN  
Notary Public  
My Commission expires:



LINDA V. NICHOLSEN  
MY COMMISSION # 01389352 EXPIRES  
July 7, 1998  
BONDED THROUGH FARM INSURANCE CO.

**2nd NOTICE:**

Limited Liability Company Will Be Dissolved On Or  
After August 21, 1996, If Dissolved, Minimum Amount  
Due To Holdstate: \$730.75

**LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996**

FLORIDA DEPARTMENT OF STATE  
**Sandra B. Northam**  
Secretary of State  
DIVISION OF CORPORATIONS

**FILED****96 SEP 12 PM 3:29****SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**FILING FEE** Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee + \$25.00 LATE FEE  
**\$ 263.75** Make Check Payable To: **FLORIDA DEPARTMENT OF STATE**

1. Name and Mailing Address of Limited Liability Company **DOCUMENT #L95000000245**

**MARINE COLLAGEN, L.C.  
3583 DORIS DR.  
TALLAHASSEE FL 32302**

1a. Principal Place of Business Address

**3583 DORIS DR.  
TALLAHASSEE FL 32302**

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		<b>03/28/1995</b>	<b>FL</b>
City & State		City & State		4. FEI Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	5. Date of Last Report	6. Certificate of Status Desired <b>\$0.75 Additional Fee Required</b> <input checked="" type="checkbox"/>

7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent	
<b>BEWIS, A. EUGENE 3583 DORIS DR. TALLAHASSEE FL 32302</b>		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> Zip Code	

9. Pursuant to the provisions of Sections 608.418 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE \_\_\_\_\_

DATE \_\_\_\_\_

(If Registered Agent Accepts Appointment) (NOTE: Registered Agent signature required when consulting)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	DEBUSK, A. GIB	3583 DORIS DR.	TALLAHASSEE FL
MGR	WOLFINBARGER, LLOYD D	1509 CEDAR LANE	NORFOLK VA
MGR	RUDLOE, JACK	151 CLARK DR.	PANACEA FL

**300001955713**  
**-09/25/96--01007--002**  
**\*\*\*272.50 \*\*\*272.50**

*[Handwritten signature and initials]*

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: \_\_\_\_\_

\* SIGNATURE AND TITLE OF REGISTERED AGENT OR SECRETARY OF STATE REQUIRED \*

Date

Filing Fee