

D *Only*

L95000000368

CT CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

400001485134
-05/19/95--01095--011
****285.00 ****285.00

CORPORATION(S) NAME

Thermax Inc. Manufacturing Co.

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fict. Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

FILED
MAY 15 1995
TALLAHASSEE, FLORIDA

| |
|-------------------|
| Name |
| Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.F. Verifier |

3:00
5-15-95

PLEASE RETURN EXTRA COPIES
FILE STAMPED

MICHAEL D. NEWMAN
4120 SHIRLEY AVENUE
JACKSONVILLE, FL 32210

May 11, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

On February 24, 1995 I requested and received a reservation of the name Thermafin with your office. The reservation number is R95000000815.

I hereby release that reservation in favor of Mr. John R. Smith of Jacksonville, Florida. Mr. Smith will be incorporating a new entity entitled Thermafin Manufacturing LLC. If you require anything further than this written release, please contact me immediately at 904-284-0552 or 1-800-874-2190.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael D. Newman", with a long horizontal flourish extending to the right.

Michael D. Newman



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1995

MICHAEL D. NEWMAN
4120 SHIRLEY AVE.
JACKSONVILLE, FL 32210

The name THERMAFIN, INC. has been reserved for 120 days beginning February 24, 1995. The reservation number is R9500000815 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 595A00008549

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55 MAY 15 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
THERMAFIN MANUFACTURING, L.C.

The undersigned organizer of Thermafin Manufacturing, L.C. under the Florida Limited Liability Company Act (the "Act") adopts the following Articles of Organization.

ARTICLE I-NAME

The name of this Company shall be Thermafin Manufacturing, L.C.

ARTICLE II-DURATION

This Company shall have perpetual existence unless dissolved as provided by the Act or the Company's regulations. After dissolution, the remaining Members shall have the right to continue the business upon approval of the remaining Members as set forth in the Company's regulations.

ARTICLE III-PRINCIPAL OFFICE

The principal place of business and mailing address of this Company in the State of Florida is 1057 Ellis Road, Jacksonville, Florida 32218.

ARTICLE IV-PURPOSES

This Company is organized for the purpose of transacting any and all lawful business, including, without limitation, the development, ownership and operation of a thermal solar manufacturing facility in Jacksonville, Florida.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is Kirschner, Main, Petrie, Graham, Tanner & Demont, Professional Association, One Independent Drive, Suite 2000, Jacksonville, Florida 32202.

ARTICLE VI-CAPITAL CONTRIBUTIONS

The initial capital contribution to this Company by the members shall consist of cash and property as provided in the Company's regulations.

ARTICLE VII-MEMBERSHIP SHARES

The Company is authorized to issue up to a maximum of 1,000,000 membership shares.

ARTICLE VIII-MEMBERS

The terms and conditions of admission as a member, and the transfer or assignment of an interest, shall be governed by the Company's regulations.

ARTICLE IX-MANAGEMENT

The management of this Company shall be vested in a Board of Managers consisting of persons who shall be elected as provided in the Company's regulations. The name and address of the initial members of the Company's Board of Managers, who shall serve as the members of the Board of Managers until their successors are elected and qualified are: Michael D. Newman, 1057 Ellis Road, Jacksonville, Florida 32218, John W. Byrom, P.O. Box 1865, Green Cove Springs, Florida 32043, William T. Guiney, P.O. Box 1865, Green Cove Springs, Florida 32043 and John R. Smith, Jr., P.O. Box 53315, Jacksonville, Florida 32201-3315.

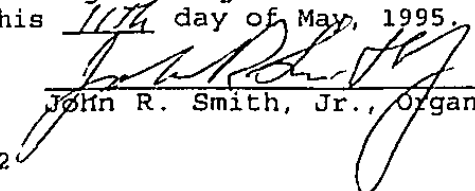
ARTICLE X-AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended by the consent of the members owning a majority of the Company's membership shares outstanding.

ARTICLE XI-REGULATIONS

The regulations of this Company shall be approved and adopted by, and may be amended by, the consent of the members owning a majority of the membership shares of this Company.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this 11th day of May, 1995.


John R. Smith, Jr., Organizer

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

Before me personally appeared John R. Smith, Jr. an authorized representative of a Member, who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said Articles for the purposes therein expressed. He is personally known to me or who has produced FL DL# 5530-176-41-0183 identification and who did/did not [circle one] take an oath.



BILLIE JO TAYLOR
MY COMMISSION # CC420933 EXPIRES
November 15, 1998
BONDED THRU TROY FARM INSURANCE, INC.

Billie Jo Taylor
Printed Name: Billie Jo Taylor
Notary Public
State of Florida at Large
My commission expires: 11/15/98

THERMAFIN MANUFACTURING, L.C.
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, Kirschner, Main, Petrie, Graham, Tanner & Demont, Professional Association hereby accepts the appointment as registered agent and agrees to act in this capacity. Kirschner, Main, Petrie, Graham, Tanner & Demont, Professional Association further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and Kirschner, Main, Petrie, Graham, Tanner & Demont, Professional Association is familiar with and accepts the obligations of its position as registered agent.

Kirschner, Main, Petrie, Graham,
Tanner & Demont, Professional
Association

By: James L. Main
James L. Main, Vice President

Date May 11, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

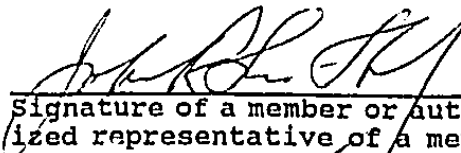
The undersigned member or authorized representative of a member of Thermafin Manufacturing, L.C. deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is \$15,000.

3. The agreed value of property other than cash contributed by members is \$422,300. A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by members is \$437,300. This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member

May 11, 1995

145395.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCHEDULE OF CONTRIBUTIONS
for
THERMAFIN MANUFACTURING, LLC

List of Members

Initial Contributions

American Energy Technologies, Inc.

Complete Thermafin High Frequency Welding Line
DMP 60 GPM Waste Treat Line
Lab Equipment
Plating Lines
Tennsmith 52" Shear
2, T-Drills with spares
Brazing Racks for Fin Tube
Dallas 24" De-Coller
Thin Fin De-Coller
Sheet Slitter
Pexto 48" Shear
Tube Cut Off Saw for Headers
3500 Pound Toyota Fork Lift
Pressure Checking Table
Jib Crane for Coils
Tube End Swedger for 22mm

Energy Laboratories, Inc.

Manufacturing Plant Layout and Construction
Expertise, Electroplating, Waste Treatment, and
Plating Equipment Design and Installation Expertise
to Set Up and Operate a Fin Tube Welding and
Selective Surface Electroplating Plant

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

FEB 26 AM 9:22

CLERK OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1995
FLORIDA DEPARTMENT OF STATE
Sandra H. Mortham
DIVISION OF CORPORATIONS

FILING FEE
\$ 230.75
Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company
DOCUMENT #L95000000368

THERMAFIN MANUFACTURING, L.C.
1057 ELLIS ROAD
JACKSONVILLE FL 32218

1a. Principal Place of Business Address

1057 ELLIS ROAD
JACKSONVILLE FL 32218

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

2. Principal Place of Business

1057 Ellis Road N.
Suite, Apt. #, etc.

Unit 2

City & State

Jacksonville, FL

Zip

32254

Country

Duval

2a. Mailing Address

1057 Ellis Road N.
Suite, Apt. #, etc.

Unit 2

City & State

Jacksonville, FL

Zip

32254

Country

Duval

3. Date Organized or Qualified

05/15/1995

3a. State of Formation

FL

4. FEI Number

59-3316831

☐ Applied For

☐ Not Applicable

5. Date of Last Report

JUNE 1995

6. Certificate of Status Desired

☒ Active

7. Name and Address of Current Registered Agent

KIRSCHNER MAIN PETRI, E GRAHAM TANNE
ONE INDEPENDENT DRIVE
SUITE 2000
JACKSONVILLE FL 32202

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

9. Pursuant to the provisions of Sections 608.410 and 603.508, 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

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)

DATE

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGRM NEWMAN, MICHAEL D

1057 ELLIS ROAD

JACKSONVILLE FL

MGRM BYROM, JOHN W

P.O. BOX 1865 N/A

GREEN COVE SPRINGS FL

MGRM GUINEY, WILLIAM T

P.O. BOX 1865 N/A

GREEN COVE SPRINGS FL

MGRM SMITH, JOHN R JR.

P.O. BOX 53315

JACKSONVILLE FL

300001719743

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****247.50 ****247.50

SP
2/15/96

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 in an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OFFICIAL TITLE OF SIGNING MANAGER OR MEMBER OR MANAGER

2/6/96

904-695-2500