

BRUCE BRASHEAR
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L960000001318

March 3, 1997

Secretary of State
Division of Corporations
Amendment Department
P. O. Box 6327
Tallahassee, FL 32301

300002103723--6
-03/04/97--01077--003
***105.00 ***105.00

RE: Heritage Fire Apparatus, L.C.

~~300002117808--4~~
~~***197.50 ***197.50~~

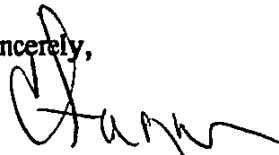
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-03/19/97--01048--008
***197.50 ***197.50

Dear Sirs:

Please find the original and one (1) copy of the Articles of Amendment to the Articles of Organization for the above-referenced limited liability company, as well as our check in the amount of \$105.00 representing \$52.50 for filing fees and \$52.50 for a certified copy of same.

After filing the original Articles of Amendment, please certify the enclosed copy and return same to this office.

Sincerely,



Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

Enclosures

5/11 3/18

FILED
97 MAR 17 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1997

Carrie Fagan
Bruce Brashear, Esq.
920 N.W. 8th Ave., Suite A
Gainesville, FL 32601

SUBJECT: HERITAGE FIRE APPARATUS, L.C.
Ref. Number: L96000001318

We have received your document for HERITAGE FIRE APPARATUS, L.C. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Organization. The original date of filing of the Articles of Organization must be included in the document. Since the total amount of contributions is increasing, the fee to file this document is \$250.00. If you would like a certified copy returned to you, please enclosed an additional \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 197A00011581

BRUCE BRASHEAR
Counselor at Law
920 N. W. 8th Avenue, Suite A
Gainesville, FL 32601
Phone: 352-336-0800
Fax: 352-336-0505

TRANSMITTAL MEMORANDUM

DATE: March 11, 1997
TO: STEVEN HARRIS, Corporate Specialist
COMPANY: FLORIDA SECRETARY OF STATE
FROM: Carrie Fagan, Legal Assistant

RE:

Pursuant to your letter dated March 6, 1997, please find the enclosed Amended and Restated Articles of Organization of Heritage Fire Apparatus, L.L.C. The document has been entitled pursuant to your instructions, and an Article for the original filing date has also been included. Also enclosed please find a check in the amount of \$197.50 for additional fees due and a certified copy. Please advise should you require further information. Thank you.

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HERITAGE FIRE APPARATUS, L.L.C.**

**FILED
97 MAR 17 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions in Section 608.411 of the Florida Statutes, the undersigned limited liability company hereby adopts the following Articles of Amendment to its Articles of Organization pursuant to the unanimous consent of its members:

1. The Articles of Organization shall be amended to read as follows:

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF HERITAGE FIRE APPARATUS, L.C.**

The undersigned members adopt the following Amended Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is Heritage Fire Apparatus Limited Company (the "Company").

**ARTICLE II
ORIGINAL DATE OF FILING**

The original date of filing of the Articles of Organization is January 1, 1997.

**ARTICLE III
PERIOD OF DURATION**

The Company shall terminate on December 31, 2026.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows: 9150 S.W. 19th Avenue Road, Ocala, FL 34476. The name and address of the Company's registered agent in the State of Florida is as follows: William P. Roberts, 9150 S.W. 19th Avenue Road, Ocala, FL 34476.

**ARTICLE V
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote and upon such terms and conditions as shall be set forth in the Company's regulations. A member may only transfer his or her interest in the Company in accordance with the regulations of the Company.

**ARTICLE VI
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The written consent of the Company's members representing at least two-thirds of the outstanding interest in the Company;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event a majority in interest of the remaining members agree in writing to continue the business of the Company.

**ARTICLE VII
MANAGEMENT**

The Company will be managed by the members of the Company in accordance with the Company's regulations. The names and addresses of the Company's managing members are as follows:

<u>Name</u>	<u>Address</u>
Chas St. Cyr	11960 S.E. 123 Ave. Oklawaha, FL 32179
Thomas E. Hill	7001 N.W. 52 nd Terr. Gainesville, FL 32653
Larry E. Laube	213 Bahia Circle Ocala, FL 34472
Christopher A. Porche	4430 S.E. 60 th St. Ocala, FL 34480
William P. Roberts	9150 S.W. 19 th Avenue Rd. Ocala, FL 34476

ARTICLE VIII PURPOSE

The general purpose for which the Company is organized is to sell fire equipment and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IX INDEMNIFICATION

The Company shall indemnify a Member or Manager of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Member or Manager was a party, because the Member or Manager is or was a Member or Manager of the Company, against reasonable attorney fees and expenses incurred by the Member or Manager in connection with the proceeding. The Company may indemnify an individual made a part to a proceeding because the individual is or was a Member, Manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the Members, that indemnification of the Member, Manager, employee or agent, as the case may be, is permissible in the circumstances because the Member, Manager, employee or agent has met the standard of conduct set forth by the Members. The indemnification and advancement of attorney fees and expenses for Members, managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a Member, Manager, employee or agent of the Company, as the case may be, as a Member, Manager, partner, trustee, employee or agent of another foreign or domestic Company, Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by Member, Manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual's status as a Member, Manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a Member, Manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "Member," "Manager," "employee," and "agent" shall include the heirs, estates, executors, administrators or personal representatives of such persons.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE
AMENDED ARTICLES OF ORGANIZATION ON THIS 28 DAY OF FEBRUARY, 1997.

Chas St. Cyr
CHAS ST. CYR

William P. Roberts
WILLIAM P. ROBERTS

Thomas E. Hill
THOMAS E. HILL

Larry E. Laube
LARRY E. LAUBE

Christopher A. Porche
CHRISTOPHER A. PORCHE

STATE OF FLORIDA

COUNTY OF Alachua

Before me personally appeared Chas St. Cyr, Thomas E. Hill, Larry E. Laube, Christopher A. Porche, and William P. Roberts, who are known to me to be the persons who executed the foregoing Amended Articles of Organization on behalf of Heritage Fire Apparatus Limited Company.

In witness whereof, I have hereunto set my hand and seal on this 28 day of February, 1997.

Bruce Brashear
Notary Public, State at Large

Printed Name

My Commission Expires:



BRUCE BRASHEAR
My Comm Exp. 3/10/98
Bonded By Service Ins
No. CC356504

☒ Personally Known ☐ Other

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

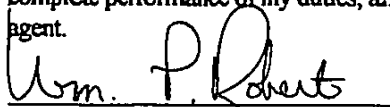
1. The name of the limited liability company is:

HERITAGE FIRE APPARATUS, L.C.

2. The name and address of the registered agent and office is:

William P. Roberts, 9150 S.W. 19th Avenue Road, Ocala, FL 34476.

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.

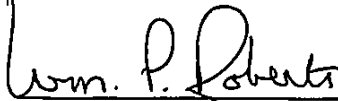

WILLIAM P. ROBERTS

2-28-97
(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of HERITAGE FIRE APPARATUS, 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 \$60,000.
- 3) If any, the agreed value of property other than cash contributed by members is \$ None. 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 \$ None. This total includes amounts from 2 and 3 above.



WILLIAM P. ROBERTS, Member