

# 197000000335

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1 800 342 8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
37 MAR 21 1997

MAR 21 1997

REQUEST	MAKEN	CONFIRMED	APPROVED
DATE	3/21/97		
TIME	12:00		CK No.
BY	DK		

WALK-IN  
Will Pick Up \_\_\_\_\_

NE: PhosChem Contract  
Services, LLC

C.C. FEE. DISBURSE

<input checked="" type="checkbox"/> Capital Express™	
<input checked="" type="checkbox"/> Art of Inc. File <u>LLC</u>	
<input type="checkbox"/> Corp. Record Search	
<input type="checkbox"/> Ltd. Partnership File	
<input type="checkbox"/> Foreign Corp. File	
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)	
<input type="checkbox"/> Art of Amend. File	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> C U S	
<input type="checkbox"/> Fictitious Name File	
<input type="checkbox"/> Name Reservation	
<input type="checkbox"/> Annual Report/Statement	
<input type="checkbox"/> Reg. Agent Service	
<input type="checkbox"/> Document Filing	
<input type="checkbox"/> Corporate Kit	****337.50 ****337.50
<input type="checkbox"/> Vehicle Search	
<input type="checkbox"/> Driving Record	
<input type="checkbox"/> Document Retrieval	
<input type="checkbox"/> UCC 1 or 3 File	
<input type="checkbox"/> UCC 11 Search	
<input type="checkbox"/> UCC 11 Retrieval	
<input type="checkbox"/> File No.'s	Copies
<input type="checkbox"/> Courier Service	
<input type="checkbox"/> Shipping/Handling	
<input type="checkbox"/> Phone ( )	
<input type="checkbox"/> Top Priority	
<input type="checkbox"/> Express Mail Prop.	
<input type="checkbox"/> FAX ( )	pgs.

### SUBTOTALS

FEE	
DISBURSED	
SURCHARGE	
TAX on corporate supplies	
SUBTOTAL	
PREPAID	
BALANCE DUE	

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 10% per Annum

THANK YOU  
From  
Your Capital Connection

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97 MAR 21 11:13

**Articles of Organization**

**of**

**PhosChem Contract Services, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be **PhosChem Contract Services, LLC** ("Company").

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS**

The principal place of business of the Company in Florida shall be 2165 Highway 37 South, Mulberry, Florida 33860. The mailing address shall be P.O. Box 255, Mulberry, Florida 33860.

**ARTICLE II - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than September 1, 2025, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III - PURPOSES AND POWERS**

The purpose for which the Company is organized to provide 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 IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is John W. Frost, II, 395 South Central Avenue, Bartow, Florida 33830.

**ARTICLE V - INITIAL MEMBERS AND  
PERCENTAGE INTERESTS CAPITAL CONTRIBUTIONS**

The names and addresses of the initial members of the Company and their interest in the Company and their contribution to the capital of the Company shall be:

<u>Name and Address</u>	<u>Contribution</u>	<u>Capital Interests</u>
PhosChem Supply Co. P.O. Box 255 2165 Highway 37 South Mulberry, Florida 33860	\$990.00	99%

<u>Name and Address</u>	<u>Contribution</u>	<u>Capital Interests</u>
Mr. Carl E. Mears P.O. Box 255 2165 Highway 37 South Mulberry Florida 33860	\$ 10.00	1%

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the consent of members having an aggregate capital interest in the Company equal to more than fifty percent (50%) of the combined capital interests in the company.

#### ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of members having an aggregate capital interest in the company equal to more than fifty percent (50%) of the combined capital interests in the company; provided there are at least two remaining members.

#### ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations or operating agreement adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Bartow, Florida, for the foregoing uses and purposes this 20th day of March, 1997.

Signed in the presence of:

PhosChem Supply Co.

By:

Mark S. Mears, as its President

Paula J. White  
Paula J. White  
(Type or Print Name)

Norma J. Edwards  
Norma J. Edwards

2165 Highway 37 South  
Mulberry, FL 33860

Signed in the presence of:

Paula J. White  
Paula J. White  
(Type or Print Name)

Norma J. Edwards  
Norma J. Edwards  
(Type or Print Name)

Carl E. Mears  
CARL E. MEARS  
2165 Highway 37 South  
Mulberry, FL 33860

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 20th day of March, 1997 by Mark S. Mears, who is personally known to me or who has produced (personally known) as identification and who ~~did~~ (did not) take an oath as President of PhosChem Supply Co., on behalf of the corporation.

(SEAL)

Paula J. White  
Notary Public  
Paula J. White  
(Print or Type Notary Name)  
Commission (Serial) Number: CC401403  
My Commission Expires:



PAULA J. WHITE  
My Commission CC401403  
Expires Sep. 10, 1998  
Bonded by NFNU  
600-224-6368

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 20th day of March, 1997 by Carl E. Mears, who is personally known to me or who has produced (personally known) as identification and who ~~did~~ (did not) take an oath.

(SEAL)

Paula J. White  
Notary Public  
Paula J. White  
(Print or Type Notary Name)  
Commission (Serial) Number: CC401403  
My Commission Expires:

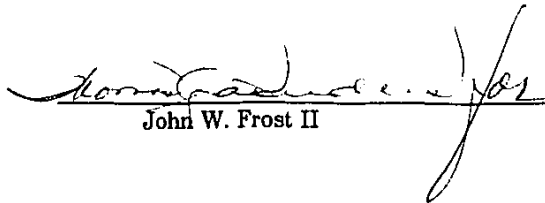


PAULA J. WHITE  
My Commission CC401403  
Expires Sep. 10, 1998  
Bonded by NFNU  
600-224-6368

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ACCEPTANCE

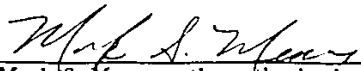
I hereby accept to act as initial Registered Agent for **PhosChem Contract Services, LLC**, as stated in these Articles of Organization.

  
John W. Frost II

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


The undersigned member or authorized representative of a member of **PhosChem Contract Services, LLC**, deposes and says:

1. The above name limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$ N/A.
4. The total amount of cash or property anticipated to be contributed by members is not anticipated to exceed \$100,000.00. This total includes amounts from 2 and 3 above.

  
Mark S. Mears as the authorized representative  
of PhosChem Supply Co.

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 20th day of March, 1997, by **Mark S. Mears**, who is personally known to me or who has produced (personally known) as identification and who ~~did~~ (did not) take an oath.

  
Notary Public  
Paula J. White  
(Print or Type Notary Name)  
Commission (Serial) Number: CC401403  
My Commission Expires:

(SEAL)



PAULA J WHITE  
My Commission CC401403  
Expires Sep. 10, 1998  
Bonded by NFNUI  
800-224-0368

ST  
1997  
MAR 20  
FILED