

TRANSMITTAL LETTER

L97000000995

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

FILED STATE
DIVISION OF CORPORATIONS
97 SEP 10 PM 2:18

SUBJECT: American Superior Management Company, L.C.

(Proposed corporate name - must include suffix)

600002270646--3

-08/19/97--01007--012

*****78.75 *****78.75

100002281851--1

-09/02/97--01012--001

****215.00 ****215.00

Enclosed is an original and one(1) copy of the articles of incorpor

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: William B. Graham

Name (Printed or typed)

101 North Gadsden Street

Address

Tallahassee, FL 32301

City, State & Zip

(850) 222-6656

Daytime Telephone number

6/9/10
1297-2311

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1997

WILLIAM B. GRAHAM
101 NORTH GADSDEN STREET
TALLAHASSEE, FL 32301

SUBJECT: AMERICAN SUPERIOR MANAGEMENT COMPANY, L.C.
Ref. Number: W97000019330

We have received your document for AMERICAN SUPERIOR MANAGEMENT COMPANY, L.C. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$215.00.

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 497A00042204



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 5, 1997

WILLIAM B. GRAHAM
101 NORTH GADSDEN STREET
TALLAHASSEE, FL 32301

SUBJECT: AMERICAN SUPERIOR MANAGEMENT COMPANY, L.C.
Ref. Number: W97000019330

We have received your document for AMERICAN SUPERIOR MANAGEMENT COMPANY, L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

Please return the original and one copy of 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 (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 597A00044314

**ARTICLES OF ORGANIZATION
FOR
AMERICAN SUPERIOR MANAGEMENT COMPANY, L.C.**

a Florida Limited Liability Company

RECEIVED
DIVISION OF REVENUE
97 SEP 10 PM 2:19
STATE OF FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be: American Superior Management Company, L.C.

2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the company is continued by the consent of all the remaining Members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. **The mailing address** is 1838 South Miami Avenue, Miami, Florida 33129.

4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is as follows: William B. Graham, 101 N. Gadsden Street, Tallahassee, FL 32301.

5. **Admission of Additional Members; and Terms and Conditions of such Admissions:** Additional Members may be admitted upon the written application of such new Member, in the manner set forth in the Regulations for this Company.

6. **Right to Continue Business.** The remaining Members may 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 company.

7. **Management of Company.** Management of the company is reserved to its Managers, who shall be elected annually by the Members. The initial Manager of the Company will be Timothy A. Renfro, Sr., 961 Threewood Circle, Bowling Green, KY 42013.

8. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute Chapter 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

9. **Regulations of Company.** The power to adopt, alter, amend or repeal the regulations of the company shall be vested in the Members unless vested in the Managers of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managers may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.

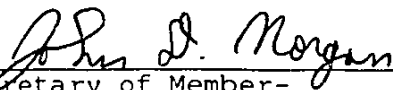
10. **Informal Action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.

11. **Contracting Debt.** Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Managers unless otherwise provided herein.

12. **Transferability of Member's Interest.** An interest of a Member of this company may only be transferred or assigned to such extent and in the manner provided in the Regulations of the Company and the Member's Agreement.

13. **Withdrawal or Reduction of Member's Contributions to Capital.** A Member shall be entitled to the return of his or its contribution in the manner provided for in the Regulations and Member's Agreement of the company.

IN WITNESS WHEREOF, the undersigned Member(s) have hereunto set their hands and seals this 7 day of August, 1997.


Secretary of Member-
American Superior Holding Company, L.C.

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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 B. Graham

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 10 PM 2:19

AFFIDAVIT

State of Kentucky
County of Warren

Before me the undersigned authority personally appeared JOHN MORGAN who on oath says:

1. That he is the Secretary of American Superior Holding Company which is a Member of American Superior Management Company, L.C.

2. That American Superior Management Company, L.C. has at least two Members.

3. The amount of the cash and description and agreed value of the property other than cash contributed by the Members is zero.

4. The amount anticipated to be contributed by the Members is \$100,000.

FURTHER AFFIANT SAYETH NAUGHT.

John D. Morgan

SWORN TO AND SUBSCRIBED before me this 7 day of August, 1997, by John Morgan who is personally known to me or who has produced _____ [type of identification].

SEAL

Melissa G. Willis
Notary

Melissa G. Willis
Print, Type or Stamp
Commissioned Name of Notary
Public

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 10 PM 2:19

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: American Superior Management Company, L.C.

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

William B. Graham
(NAME)

101 North Gadsden Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301
(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 10 PM 2:19

Having been named as registered agent and to accept service of process for the above stated corporation 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.


(SIGNATURE)

August 18, 1997

(DATE)