



**THE UNITED STATES  
CORPORATION  
COMPANY**

# L98000000/29

ACCOUNT NO. : 072100000032

REFERENCE : 689902 81730A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -2 PM 12:18

ORDER DATE : February 2, 1998

ORDER TIME : 10:18 AM

ORDER NO. : 689902-005

CUSTOMER NO: 81730A

CUSTOMER: Mr. Bob Worthington  
M. BURR KEIM COMPANY

600002418126-19  
-02/02/98-01028-010  
\*\*\*\*293.75 \*\*\*\*293.75

2021 Arch Street

Philadelphia, PA 19103

DOMESTIC FILING

NAME: UNIVERSAL DISTRIBUTION &  
MARKETING, L. C.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

Name	Availability	Document	Examiner	Updater	Verifier	Acknowledgement	W. P. Verifier

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GF 285.00  
CBRT 8.75

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY  
COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

UNIVERSAL DISTRIBUTION & MARKETING, L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

2634 Tryon Place, Windermere, FL 34786

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be: 30 Years

**ARTICLE IV - Management:**

(check and complete the appropriate statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

Michael Kenealy

1545 Terrace Drive  
Maple Glen, PA 19002

Francis Grimes

2900 Tower Road  
Huntingdon Valley, PA 19006

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#### **ARTICLE V - 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:

The members reserve the right to admit additional members on the unanimous agreement of the members as to the admission of, and the consideration to be paid by, such new members, and subject to the terms and conditions of the Company's Operating Agreement.

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#### **ARTICLE VI - 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:


The members will have the right to continue the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Company (collectively, "Withdrawal"), as long as there are at least two remaining members, and the remaining members agree to continue the Company by unanimous written consent within 90 days after the Withdrawal of a member, as set forth in the Operating Agreement of the Company.

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of UNIVERSAL  
DISTRIBUTION & MARKETING, 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 \$ 500 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$            .  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$            .
- 5) the total amount of 2, 3, and 4 is \$ 500 .

Francis X. Quinn 

Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the  
execution of this affidavit constitutes an affirmation under the  
penalties of perjury that the facts stated herein are true.)

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**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:

UNIVERSAL DISTRIBUTION & MARKETING, L.C.

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

S. Michael Tormey

(Name)

2634 Tryon Place

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Windermere, FL 34786

(City/State/Zip)

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*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.*

S. Michael Tormey  
(Signature)

1/28/98  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**