

L98000001083

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

Emerald Coast Rubber &  
Plastics, LLC

is

CM

900002588289--G

-07/14/98--01051--029

\*\*\*\*285.00 \*\*\*\*285.00

Art of Inc. File ~~98051592~~

LTD Partnership File

Foreign Corp. File

✓ L.C. File photo

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by: ces

Name

Date

Time

7/14 9:45

Walk-In

Will Pick Up

FILED  
98 JUL 15 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JUL 14 AM 10:36  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 14, 1998

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: EMERALD COAST RUBBER & PLASTICS, LLC  
Ref. Number: W98000015937

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TALLAHASSEE, FLORIDA

We have received your document for EMERALD COAST RUBBER & PLASTICS, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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 (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 298A00037438

ARTICLES OF ORGANIZATION OF  
EMERALD COAST RUBBER & PLASTICS,  
LL.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Emerald Coast Rubber & Plastics, L.L.C., and its principal office shall be located at 100 S. Pace Boulevard in the City of Pensacola, County of Escambia, State of Florida, the mailing address is the same, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or

ARTICLE IV  
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Mark Wayne Henry  
3625 Pebble Lane  
Milton, FL 32583

Teresa Ann O'Brien  
3625 Pebble Lane  
Milton, FL 32583

Douglas Houle  
15 Port Royal Way  
Pensacola, FL 32501

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ARTICLE V  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI  
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$50,000.00 cash shall be paid to the limited liability company by the three members in the following percentages:

Mark Wayne Henry	80%
Douglas Houle	10%
Teresa Ann O'Brien	10%

Additional contributions will be made as required for investment purposes, as determined by

department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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unanimous consent of the members.

## ARTICLE VII

### PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Mark Wayne Henry	33-1/3%
Douglas Houle	33-1/3%
Teresa Ann O'Brien	33-1/3%

The distributive share of the profits shall be determined and paid on the anniversary date of the commencement of the business of the limited liability company, or as otherwise determined by the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Mark Wayne Henry	33-1/3%
Douglas Houle	33-1/3%
Teresa Ann O'Brien	33-1/3%

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TALLAHASSEE, FLORIDA

## ARTICLE VIII

### DURATION

This limited liability company shall exist for perpetuity, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE IX

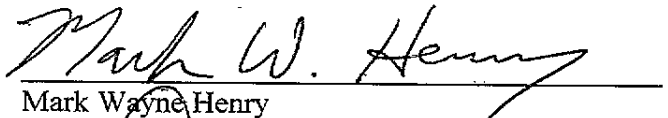
### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

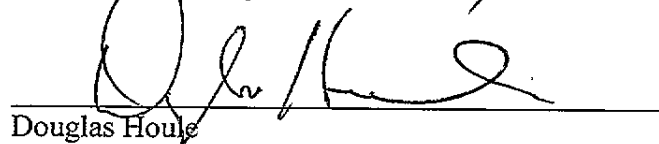
The address of the initial registered office of the limited liability company is 100 S. Pace Boulevard, City of Pensacola, County of Escambia, State of Florida, and the name of the company's

initial registered agent at that address is Mark Wayne Henry.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Emerald Coast Rubber & Plastics, L L. C.

Executed by the undersigned at Pensacola, Escambia County, Florida, on July 7<sup>th</sup>, 1998.

  
Mark Wayne Henry

  
Douglas Houle

  
Teresa Ann O'Brien

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TALLAHASSEE, FLORIDA

State of Florida  
County of Escambia

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Emerald Coast Rubber & Plastics, L.L.C., deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$50,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$-0-.
4. The total amount of cash or property anticipated to be contributed by the members is \$50,000.00. This total includes the amounts from 2 and 3 above.

*Mark W. Henry*  
MARK WAYNE HENRY

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of July, 1998, by MARK WAYNE HENRY on behalf of Emerald Coast Rubber & Plastics, LL.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

**HELEN P. HILL**  
Notary Public-State of Florida  
My Commission Expires Jan. 11, 2001  
CC 250974

Bonded thru Aetna Casualty & Surety Co.

*Helen P. Hill*  
Print Name: \_\_\_\_\_  
Notary Public -- State of Florida  
My Commission Expires: \_\_\_\_\_  
Commission No. \_\_\_\_\_

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State of Florida  
County of Escambia

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Emerald Coast Rubber & Plastics, LL.C.

The name of the registered agent for Emerald Coast Rubber & Plastics, L L.C. is Mark Wayne Henry and the street address of the company's principal office where the agent is located is 100 S. Pace Boulevard, Pensacola, Florida.

This statement is to acknowledge that, as indicated above, Emerald Coast Rubber & Plastics, LL.C., has appointed me, Mark Wayne Henry, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated June 16, 1998.


  
MARK WAYNE HENRY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of June, 1998, by Mark Wayne Henry, agent on behalf of Emerald Coast Rubber & Plastics, LL.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

HELEN P. HILL  
Notary Public-State of Florida  
My Commission Expires Jan. 11, 2001  
CC 250974

Bonded thru Aetna Casualty & Surety Co.

  
Print Name: \_\_\_\_\_  
Notary Public -- State of Florida  
My Commission Expires: \_\_\_\_\_  
Commission No. \_\_\_\_\_