

**L98000001624**

Requestor's Name  
 77 Jones Avenue  
 Address  
 Milton, FL 32570 (850) 623-2508  
 City/State/Zip Phone #

RECEIVED  
 20 AUG 27 PM 3:14  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- Gulf Coast Countertops, L.C.  
 (Corporation Name) (Document #)
- PLEASE NOTE: This filing consists of duplicate copies  
 of the ARTICLES and AFFIDAVIT documents.
- One MANAGING MEMBER signed one copy and one signed the other.  
 (Corporation Name) (Document #)
- 

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 98 AUG 27 AM 8:44

- Walk in  Pick up time 8/28/98  Certified Copy  
 Mail out  Will wait  Photocopy  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

(H)

MK 8/27/98

800002627088--6  
 -08/28/98--01001--011  
 \*\*\*\*285.00 \*\*\*\*285.00

Examiner's Initials	
---------------------	--

FILED  
SECRETARY OF CORPORATIONS  
98 AUG 27 AM 8:14  
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION OF  
GULF COAST COUNTERTOPS, L.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 Gulf Coast Countertops, L.C., and its principal office shall be located at 2265 U.S. Highway 19 in the City of Holiday, County of Pasco, State of Florida, 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, especially for the lamination of commercial and residential countertops.

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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 AM 8:14

4. To enter into and make all necessary contracts for 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 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
AUG 27 AM 8:44

#### ARTICLE IV

#### MANAGEMENT

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

Neal W. Braxton  
4087 Bell Lane  
Pace, Florida 32571

Glavon F. Smith  
3051 NE 183<sup>rd</sup> Street  
Miami, Florida 31061

#### 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. Further, 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 membership will be substituted as follows:

a. For Neal W. Braxton, Barbara Braxton, should Barbara Braxton wish to be substituted.

b. For Glavon F. Smith, L.G. Smith, should L.G. Smith wish to be substituted.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$10,000.00 cash shall be paid to the limited liability company by each member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 AM 8:44

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 an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being September 1.

(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 equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually, 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 2265 U.S. Highway 19, City of Holiday, County of \_\_\_\_\_, State of Florida, and the name of the company's initial registered agent at that address is Jimmy McDaniel.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Gulf Coast Countertops, L.C.

Executed by the undersigned at Pensacola, Florida on August 25, 1998.

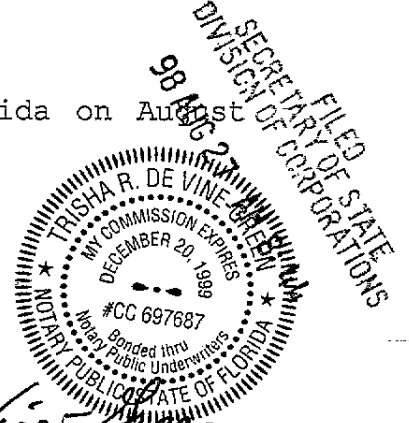
Neal W. Braxton  
Neal W. Braxton

Shannon L. Braxton  
WITNESS

Rebecca H. Washburn  
WITNESS

Trisha R. DeVine  
Notary Public

12/20/99  
Comm. Exp.



Affidavit of membership and contributions

FILED SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 AM 8:44

State of Florida

County of Escambia

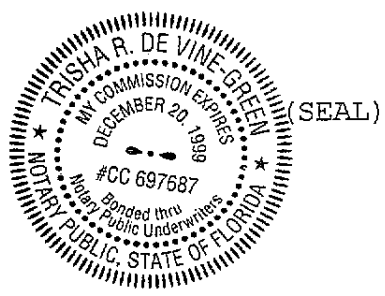
In compliance with FS § 608.407(2), the undersigned members of Gulf Coast Countertops, L.C. deposes and says:

- 1. The limited liability company identified above has at least two members.
- 2. The total amount of cash contributed by the members is \$20,000.00.
- 3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
- 4. The total amount of cash or property anticipated to be contributed by the members is \$20,000.00. This total includes the amounts from 2 and 3 above.

Neal W. Braxton  
Neal W. Braxton

The foregoing instrument was acknowledged before me this 25 day of August, 1998 by Neal W. Braxton, on behalf of Gulf Coast Countertops, L.C., a limited liability company. He is  personally known to me or  has produced Driver's License as identification.

Trisha R. DeVine-Green  
Notary Public  
My Commission Expires: 12/20/99



Shannon L. Braxton  
WITNESS

Rebecca H. Ward  
WITNESS

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 AUG 27 AM 8:44

ARTICLES OF ORGANIZATION OF  
GULF COAST COUNTERTOPS, L.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 Gulf Coast Countertops, L.C., and its principal office shall be located at 2265 U.S. Highway 19 in the City of Holiday, County of Pasco, State of Florida, 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, especially for the lamination of commercial and residential countertops.

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.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 29 AM 8:44

4. To enter into and make all necessary contracts for 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 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.

FILED STATE  
SECRETARY OF CORPORATIONS  
98 MAR 27 AM 8:44

ARTICLE IV

MANAGEMENT

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

Neal W. Braxton  
4087 Bell Lane  
Pace, Florida 32571

Glavon F. Smith  
3051 NE 183<sup>rd</sup> Street  
Miami, Florida 31061

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. Further, 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 membership will be substituted as follows:

- a. For Neal W. Braxton, Barbara Braxton, should Barbara Braxton wish to be substituted.
- b. For Glavon F. Smith, L.G. Smith, should L.G. Smith wish to be substituted.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 AM 8:44

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$10,000.00 cash shall be paid to the limited liability company by each member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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 an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being September 1.

(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 equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually, 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 2265 U.S. Highway 19, City of Holiday, County of \_\_\_\_\_, State of Florida, and the name of the company's initial registered agent at that address is Jimmy McDaniel.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Gulf Coast Countertops, L.C.

Executed by the undersigned at  
GA. on August 24<sup>th</sup> 1998.

ROME

Glavon F. Smith  
Glavon F. Smith

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
98 AUG 27 AM 8:44

Affidavit of membership and contributions.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 AM 8:44

State of Florida

County of Escambia

In compliance with FS § 608.407(2), the undersigned member or authorized representative of a member of Gulf Coast Countertops, 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 \$20,000.00.

3. If any, the agreed value of property other than cash contributed by the members is \$0.00.

4. The total amount of cash or property anticipated to be contributed by the members is \$20,000.00. This total includes the amounts from 2 and 3 above.

Glavon F. Smith  
Glavon F. Smith

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of August by Glavon F. Smith, member, on behalf of Gulf Coast Countertops, Inc. a limited liability company. He is ( ) personally known to me or ( ) has produced \_\_\_\_\_ as identification.

3 J. Owen Leubers  
Notary Public  
My Commission Expires:  
8/23/02

(SEAL)

Cheryl S. Goodless  
Witness

Victor Nester  
Witness

Statement designating registered agent and office

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 AM 8:14

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 Gulf Coast Countertops, L.C..

The name of the registered agent for Gulf Coast Countertops, L.C. is Jimmy McDaniel and the street address of the company's principal office where the agent is located is 2265 U.S. Highway 19, Holiday, Florida 34691.

This statement is to acknowledge that, as indicated above, Gulf Coast Countertops, L.C. has appointed me, Jimmy McDaniel, 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 this the 25 day of August, 1998.

Jimmy McDaniel  
Jimmy McDaniel, Registered Agent

The foregoing instrument was acknowledged before me this the 25 day of August, 1998 by Jimmy McDaniel, agent on behalf of Gulf Coast Countertops, L.C., a limited liability company. He is personally known to me or has produced Driver's License identification.



Trisha R. De Vine-Green  
Notary Public

Rebecca H. Waddi  
WITNESS

Shannon L. Braxton  
WITNESS