

Division of Corporations

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## Florida Department of State

Division of Corporations

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Sandra B. Mortham, Secretary of State

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## LIMITED LIABILITY COMPANY

Mathews Construction of Tennessee, L.L.C.

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**ARTICLES OF ORGANIZATION OF  
MATHEWS CONSTRUCTION OF TENNESSEE, L.L.C.**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

**ARTICLE 1**

**Name**

The name of this limited liability company is:

MATHEWS CONSTRUCTION OF TENNESSEE, L.L.C.

(hereafter, the "Company").

**ARTICLE 2**

**Duration**

The Company shall exist from the date of filing of these Articles of Organization with the Department of State and shall continue until its dissolution in accordance with these Articles of Organization or the Act.

**ARTICLE 3**

**Mailing Address and Principal Office**

The mailing address of the Company and the street address of its principal office is 1604 N. Marion Street, Tampa, Florida 33602.

**ARTICLE 4**

**Initial Registered Office and Agent**

The street address of the initial registered office of the Company is 1604 N. Marion Street, Tampa, Florida 33602, and the name of the initial registered agent of this Company at that address is David E. Oellerich.

**ARTICLE 5**

**Additional Members**

The members of the Company may admit additional members, but only upon the written consent of all of the members.

Craig E. Behrenfeld, Esq.  
Florida Bar No. 964750  
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Tampa, FL 33606  
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**ARTICLE 6****Right to Continue After Dissolution**

The death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, shall not cause the dissolution of the Company provided that there is at least one (1) remaining member at the time of such event.

**ARTICLE 7****Management of the Company**

The management of the Company is reserved to its managing member. The Company shall be managed in accordance with the regulations adopted by the members. The name and address of the managing member of the Company is:

Mathews Corporation  
1604 N. Marion Street  
Tampa, Florida 33602

**ARTICLE 8****Regulations**

The members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

**ARTICLE 9****Indemnification**

This Company shall indemnify any member, or any former member, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 1<sup>st</sup> day of December, 1998.

MATHEWS CORPORATION,  
a Florida corporation

By: 

David E. Oellerich, President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF  
MATHEWS CONSTRUCTION OF TENNESSEE, L.L.C.**

The undersigned member of Mathews Construction of Tennessee, L.L.C., a Florida limited liability company (the "Company"), deposes and says:

1. The Company has at least one member.
2. The total amount of cash contributed by the member(s) is: \$ 15,000<sup>00</sup>.
3. If any, the agreed value of property other than cash contributed by the member(s) is: \$0.
4. The total amount of additional cash or property anticipated to be contributed by the member(s) is: \$0.
5. The total amounts of lines 2, 3 and 4 is \$ 15,000<sup>00</sup>.

Dated this 1<sup>st</sup> day of December, 1998.

MATHEWS CORPORATION,  
a Florida corporation

By: David E. Oellerich  
David E. Oellerich, President

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE OF  
MATHEWS CONSTRUCTION OF TENNESSEE, L.L.C.**

Pursuant to the provisions of Section 608.415 of the 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: Mathews Construction of Tennessee, L.L.C.

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

David E. Oellerich  
Mathews Corporation  
1604 N. Marion Street  
Tampa, Florida 33602

*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.*

Dated: December 15, 1998

  
\_\_\_\_\_  
DAVID E. OELLERICH

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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