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H. STRATTON SMITH III, P. A.

ATTORNEY AT LAW

OLD HYDE PARK

611 W. AZEELE STREET

TAMPA, FLORIDA 33606-2205

FAX • (813) 254-8579

(813) 251-1624

TO: Sec of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/17/98--01069--010  
\*\*\*\*285.00 \*\*\*\*285.00

In an effort to improve our efficiency and expedite our service, we have developed this form. Please take appropriate action on the enclosed documents.

Re: ComPost Connection, LLC

ACTION:

☐ Please

☒ Please record/file

☐ FYI

DOCUMENTS

☒ The following original documents: or ☐ The following document copies:

\* Articles of Organization  
Check For Filing, \$285.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	12/15/98
Availability	to be effective 1-1-99
Document Examiner	DCC
Updater	DCC
Updater	H. STRATTON SMITH III, P. A.
Verifier	DCC
Acknowledgment	DCC
By:	Susan Smith
W. P. Verifier	DCC

Date: 12/15/98

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**ARTICLES OF ORGANIZATION**  
**OF**  
**COMPOST CONNECTION, L.L.C.**  
**A Florida Limited Liability Company**

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**ARTICLE I**  
**NAME AND EFFECTIVE DATE**

The name of this limited liability company is "**COMPOST CONNECTION, L.L.C.**", and is referred to in these Articles of Organization as the "Company." The Company is to be effective as of January 1, 1999.

**ARTICLE II**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office of the Company both physically and for mail purposes is at 611 W. Azeele St., Tampa, FL 33606. The Company's registered agent is **H. STRATTON SMITH III, ESQ.**, whose office is located at 611 W. Azeele St., Tampa, FL 33606.

**ARTICLE III**  
**DURATION**

Unless dissolved earlier, the Company will dissolve automatically on January 1, 2029. Except for prior amendment to this Article III, no act by the Company or its members can avoid that dissolution.

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#### **ARTICLE IV ORGANIZER**

The organizer of the Company is **H. Stratton Smith III**, a natural person at least eighteen (18) years old.

#### **ARTICLE V PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

#### **ARTICLE VI MANAGEMENT BY MANAGER**

The Company will be managed by a manager. **H. Stratton Smith III** shall serve until either removal by the members or resignation.

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#### **ARTICLE IX ADMISSION OF NEW MEMBERS**

No new member may be admitted, nor may any member transfer the member's complete membership interest, or any rights to participate in the management of the Company, without the written consent of 75% of the other members. If the members give the required consent, the prospective new member or transferee is admitted to membership in the Company. If the members do not give the required consent, the prospective new member or transferee does not become a member and has no right to participate in the management of the company.

**ARTICLE X**  
**CONTINUATION UPON OCCURRENCE OF CERTAIN EVENTS**

The occurrence of any of the following events or conditions respecting any member which may otherwise cause the Company to dissolve shall not cause such dissolution, and the Company shall continue, in the event that the remaining members affirmatively agree in writing to continue such business:

- (a) death;
- (b) retirement;
- (c) resignation
- (d) expulsion
- (e) bankruptcy;
- (f) dissolution; or

(g) the occurrence of any other event which terminates the continued membership of a member in the Company.

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**ARTICLE XII**  
**RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Operating Agreement will govern.

### **ARTICLE XIII INDEMNIFICATION**

The Company will indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present capacity as a Manager or other official capacity of the Company against judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorney fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person

(i) has not been indemnified by another organization or employee benefit plan for the same judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorney fees and disbursements, incurred by the person in connection with the proceeding with respect to the same acts or omissions;

(ii) acted in good faith;

(iii) received no improper personal benefit; and

(iv) in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and

(v) in the case of acts or omissions occurring in the capacity of Manager of the Company, reasonably believed that the conduct was in the best interests of the Company, or in the case of acts or omissions occurring in other official capacity for the Company, reasonably believed that the conduct was not opposed to the best interests of

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the Company. If the person's acts or omissions complained of in the proceeding relate to conduct as a manager, officer, trustee, employee, or agent of an employee benefit plan, the conduct is not considered to be opposed to the best interests of the Company if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan.

(b) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent does not, of itself, establish that the person did not meet the criteria set forth herein.

Executed this 14<sup>th</sup> day of December, 1998

BY:



H. Stratton Smith III, Organizer  
authorized representative of a Member

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**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

**AFFIDAVIT OF EXISTENCE OF AT LEAST ONE MEMBER**

**AFFIANT**, H. Stratton Smith III, hereby swears and affirms that the foregoing limited liability company, to be known as "Compost Connection, LLC" has at least one member, and:

- 1) the amount of cash contributed is \$1,000;
- 2) no other property has been contributed;
- 2) no other cash or property is anticipated at this time to be contributed.



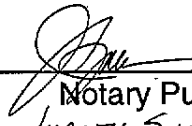
H. Stratton Smith III

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was sworn and acknowledged before me this 14<sup>th</sup> day of December, 1998, by the H. Stratton Smith III

☒ who is personally known to me, or  
☐ who produced the following identification:



  
\_\_\_\_\_  
Notary Public  
JUDITH SJOBLOM

Type or print notary name above

**ACCEPTANCE OF REGISTERED AGENT**

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.

Date: December 14, 1998

  
\_\_\_\_\_  
H. Stratton Smith III, Registered Agent

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