

BK/PG: 7621/407-411
19016603

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| 5 PGS : LIMITED LIABILITY CO | |
| JESSICA SWEENEY | 592894 - 19016603 |
| 05/10/2019 - 09:30:26 AM | |
| MORTGAGE TAX | 0.00 |
| TRANSFER TAX | 0.00 |
| RECORDING FEE | 5.00 |
| DP FEE | 2.00 |
| REGISTER'S FEE | 0.00 |
| TOTAL AMOUNT | 7.00 |

STATE OF TENNESSEE, WILLIAMSON COUNTY

SHERRY ANDERSON

REGISTER OF DEEDS

Division of Business Services

Department of State

State of Tennessee

312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102Tre Hargett
Secretary of StateHarrington Professional Engineering, LLC
219 HILLSIDE DR
FRANKLIN, TN 37067-4080

May 8, 2019

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

| | | | |
|------------------------|--------------------------------------|--------------------|------------|
| SOS Control # : | 001027803 | Formation Locale: | TENNESSEE |
| Filing Type: | Limited Liability Company - Domestic | Date Formed: | 05/08/2019 |
| Filing Date: | 05/08/2019 12:59 PM | Fiscal Year Close: | 12 |
| Status: | Active | Annual Report Due: | 04/01/2020 |
| Duration Term: | Perpetual | Image # : | B0693-9771 |
| Managed By: | Member Managed | | |
| Business County: | WILLIAMSON COUNTY | | |

Document Receipt

| | | |
|--|-------------|----------|
| Receipt # : 004801214 | Filing Fee: | \$300.00 |
| Payment-Check/MO - PAUL E HARRINGTON III, FRANKLIN, TN | | \$300.00 |

Registered Agent Address:
 PAUL E HARRINGTON III
 219 HILLSIDE DR
 FRANKLIN, TN 37067-4080

Principal Address:
 219 HILLSIDE DR
 FRANKLIN, TN 37067-4080

Congratulations on the successful filing of your **Articles of Organization** for **Harrington Professional Engineering, LLC** in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee. Please visit the Tennessee Department of Revenue website (apps.tn.gov/bizreg) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett
Secretary of State

Processed By: Austin Colgan

**ARTICLES OF ORGANIZATION
OF
HARRINGTON PROFESSIONAL ENGINEERING, LLC**

The undersigned, acting as the Organizer of a limited liability company under the Tennessee Revised Limited Liability Company Act, Tennessee Code Annotated, Sections 48-249-101, et seq. (the "Act"), hereby adopts the following Articles of Organization for such limited liability company:

ARTICLE I

The name of the limited liability company is Harrington Professional Engineering, LLC (the "Company").

ARTICLE II

The street address and county of the principal executive office of the Company is 219 Hillside Drive, Franklin, Williamson County, Tennessee 37067.

ARTICLE III

The street address of the registered office of the Company in the State of Tennessee is 219 Hillside Drive, Franklin, Tennessee 37067. The name of the Company's initial registered agent at its registered office is Paul E. Harrington, III.

ARTICLE IV

The name and address of the Organizer is Paul E. Harrington, III, 219 Hillside Drive, Franklin, Williamson County, Tennessee 37067.

ARTICLE V

The Company will be member-managed.

ARTICLE VI

At the date and time of the filing of these Articles of Organization, there is one member of the Company (the "Original Member"). Until the admission of any additional members, the Original Member, acting alone, shall have and may exercise all of the powers and authority of the members of a limited liability company as provided by the Act.

ARTICLE VII

The Original Member may admit additional members to the Company upon such terms and conditions as he may determine. The Original Member may transfer, assign or convey all or any part of his membership interest in the Company and may cause any transferee or assignee of any such interest to be admitted as a member of the Company without requirement of any approval, consent or other action on the part of the Company or the other members of the Company, if any. The membership of the Original Member in the Company shall terminate only upon the transfer of his entire interest in the Company. In the event of the death of the Original Member, the existence of the Company shall continue, and the heir(s) of the Original Member shall succeed to the membership interest of the Original Member and automatically become member(s) of the Company without requirement of any approval, consent or other action on the part of the Company or the remaining members of the Company, if any.

ARTICLE VIII

The Operating Agreement of the Company (the "Operating Agreement") shall be in writing and may be amended only in writing. No oral agreement, promise, assurance, covenant or undertaking may be a part of the Operating Agreement. Until the execution by the Original Member and any additional members of a separate written Operating Agreement, these Articles of Organization shall constitute the Operating Agreement of the Company. No person or entity shall have any membership or other interest in the Company, other than as provided in these Articles of Organization or the Operating Agreement of the Company.

ARTICLE IX

The Company shall be formed, and its existence shall begin upon the filing of these Articles of Organization with the Secretary of State of the State of Tennessee. Unless otherwise provided by law or the terms of the Operating Agreement of the Company, the Company shall be dissolved upon the affirmative vote of the members collectively holding a majority of both the governance rights and financial rights in the Company.

ARTICLE X

The Company shall have the power and authority to carry on any business permitted by, and to have and exercise all of the powers and rights conferred by, the Act, as amended from time to time, or any successor provisions thereto.

ARTICLE XI

No member shall have any power or right to terminate such member's membership interest in the Company, other than as expressly provided under the terms of the Operating Agreement. Section 48-249-503(b) of the Act shall not apply to the Company, regardless of whether the Company falls within the definition of a "family LLC" within the meaning of Section 48-249-102(10) of the Act.

ARTICLE XII

Except to the extent expressly prohibited by Section 48-249-205 of the Act, the provisions of these Articles of Organization and the Operating Agreement shall in all events govern and control the relative rights, interests, duties and obligations of the members of the Company, and those of the Company, notwithstanding any provision of the Act to the contrary.

ARTICLE XIII

A manager of the Company may engage in activities that are similar to or competitive with the activities of the Company, and the conduct of any such activity by a manager shall not in itself constitute a breach of such person's duty of loyalty to the Company.

ARTICLE XIV

No member or manager of the Company shall have any fiduciary or other duty to any creditor or claimant of the Company at any time.

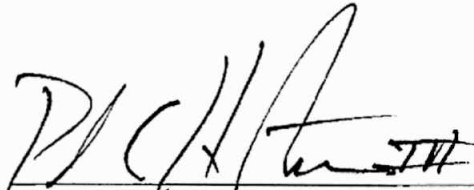
ARTICLE XV

Each member and manager of the Company shall be entitled to indemnification by the Company to the maximum extent provided by the Act.

ARTICLE XVI

The Organizer shall have the power to form the Company pursuant to Section 48-249-201 of the Act and, in that capacity, may file these Articles of Organization with the Secretary of State of the State of Tennessee and take such other actions as may be necessary or appropriate to organize the Company.

Dated MAY 7, 2019


Paul E. Harrington, III, Organizer

CERTIFICATE OF AUTHENTICITY

I, Kathleen Hale McClellan, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.


Kathleen Hale McClellan

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Personally appeared before, Amy T. Nelson, a Notary Public for this County and State, Kathleen Hale McClellan, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

My Commission Expires: 11/10/2019


Amy T. Nelson





Tre Hargett
Secretary of State

| | |
|--------------------------------|------------------------|
| RECORDED ELECTRONICALLY | |
| Book <u>7621</u> | Page <u>407</u> |
| Instrument No. _____ | |
| Date: <u>5-10-2019</u> | Time: <u>9:30 a.m.</u> |
| County: <u>Williamson</u> | |

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Tre Hargett
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Processed By: Austin Colgan

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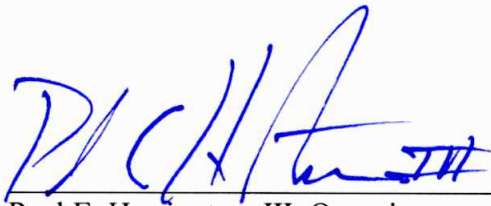
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Dated May 7, 2019


Paul E. Harrington, III, Organizer

CERTIFICATE OF AUTHENTICITY

I, Kathleen Hale McClellan, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.


Kathleen Hale McClellan

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Personally appeared before, Amy T. Nelson, a Notary Public for this County and State, Kathleen Hale McClellan, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

My Commission Expires: 11/10/2019


Amy T. Nelson

