

L09000034496

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

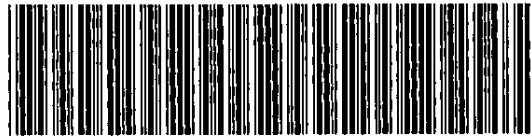
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100178271701

05/13/10--01006--010 *\$25.00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
10 MAY 13 PM 12:13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 MAY 13 PM 1:58

B. KOHR

MAY 13 2010

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ROYAL AUTO & TRUCK SALES, LLC

RECEIVED FILED STATE
DIVISION OF CORPORATIONS
10 MAY 13 PM 1:58

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- 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: SETH 05/13/10 11:00
Name Date Time

Walk-In _____ Will Pick Up _____

FILED IN THE
OFFICE OF THE
CLERK OF THE
DIVISION OF CORPORATIONS
10 MAY 13 PM 1:58

Second Amended and Restated Articles of Organization for

ROYAL AUTO & TRUCK SALES, LLC

a Florida Limited Liability Company

(Filed in accordance with 608.411, F.S.)

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the Florida Limited Liability Company Act, do hereby adopt restate the following Articles of Organization for such company, the original articles having been filed with the Florida Department of State on or about April 9, 2009 and restated articles having been filed with the Florida Department of State on or about April 8, 2010.

1. **Name.** The name of this company (hereinafter referred to as "the Company") shall be ROYAL AUTO & TRUCK SALES, LLC.

2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. **Address.** The mailing address and street address for the Company shall 6239 Edgewater Drive, Building N-3, Suite 4, Orlando, Florida 32810.

4. **Registered Agent and Office.** The name of the initial registered agent for this company is Ray M. Tatum, 6239 Edgewater Drive, Building N-3, Suite 4, Orlando, Florida 32810.

5. **Admission of Additional Members; and Terms and Conditions of such Admissions:** Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

6. **Right to Continue Business.** The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

7. **Management of Company.** The business of the Company shall be managed by at least one manager, any one of whom may act on behalf of the Company without the joinder of

the others. The name and address of the managers who are to serve until the first annual meeting of Members or until their successor or successors are elected and qualify are:

<i>Name</i>	<i>Address</i>
Ray M. Tatum	8302 Earlwood Avenue Mt. Dora, Florida 32757
J. Robert Thomas	490 Preston Road Longwood, Florida 32750

8. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and acknowledged by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. **Regulations of Company.** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members, unless vested in the Managers of the company by any subsequent amendments to these Articles of Organization. Regulations adopted by the Members or by the Managers may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.

10. **Informal Action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.

11. **Contracting Debt.** Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Managers or, if managed by the Members, by majority vote of the Members of this Company, unless otherwise provided herein.

12. **Transferability of Member's Interest.** An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

13. **Withdrawal or Reduction of Member's Contributions to Capital.** A Member shall not receive out of the Company property any part of his or its contribution to capital until:


(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,


(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and seals this 12 day of May, 2010.

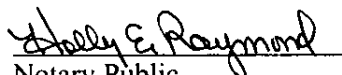

Ray M. Tatum
Manager

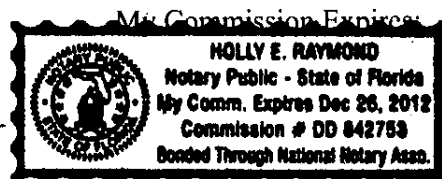

Robert Thomas
Manager

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared RAY M. TATUM and J. ROBERT THOMAS, who are to me personally known or who produced a Florida Driver's License as proof of their identity, and they acknowledged to and before me that they executed the same for the purposes therein expressed.

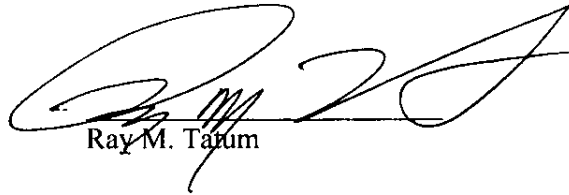
Dated this 12th day of May, 2010.


Notary Public
State of Florida at Large



ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.



Ray M. Tatum