

L17000194597

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
SKYWAY MOTOR AND CYCLE COMPANY, LLC

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October 5, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SKYWAY MOTOR AND CYCLE COMPANY, LLC
1800 14TH AVE E
PALMETTO, FL 34221

SUBJECT: SKYWAY MOTOR AND CYCLE COMPANY, LLC
REF: L17000194597

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle your document Amended and Restated Articles of Organization.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Jenna D Harris
Regulatory Specialist II

FAX Aud. #: H17000261478
Letter Number: 717A00020148

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
SKYWAY MOTOR AND CYCLE COMPANY, LLC**

Pursuant to Florida Statutes Section 605.0209, this document is being submitted to correct the previously filed Articles of Organization of Skyway Motor and Cycle Company, LLC ("Company"). The Florida Document number of the Company is: L17000194597. The Articles of Organization incorrectly listed one of the Managers of the Company. As such, the Articles of Organization are corrected and restated as follows:

**ARTICLE I
Name**

The name of the limited liability company ("Company") is Skyway Motor and Cycle Company, LLC.

**ARTICLE II
Address**

The initial mailing address of the Company's principal office is 1800 14th Avenue East, Palmetto, Florida 34221. The initial street address of the Company's principal office is 1800 14th Avenue East, Palmetto, Florida 34221.

**ARTICLE III
Purpose and Duration**

The purpose of this Company is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Company shall have all powers given limited liability companies under the Laws of the State of Florida. The period of duration of this Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Andre R. Perron. The address of the Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V
Management**

A. The Company is to be managed by Managers who will generally serve from annual meeting to annual meeting of the Members (or until a replacement is qualified and elected) unless the Company's Operating Agreement dictates otherwise. The initial Managers, however, shall serve at least until the organizational meeting of the Company and are identified as follows:

- John Hayes, whose address is 1800 14th Avenue East, Palmetto, FL 34221.
- Roger Hraby, whose address is 1800 14th Avenue East, Palmetto, FL 34221.

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B. The Managers, acting jointly and not alone, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 605.0109, as from time to time amended, including, but not limited to, conduct the Company's business and the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

a. Without having first obtained the prior written consent of all the Members, the Managers shall not cause or permit the Company to:

i. Sell, convey, transfer, assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than fifteen (15) years, or execute and deliver any deed, mortgage, or lease of, any Company real property, or any part or interest thereof, or;

ii. File a petition in bankruptcy, make a general assignment for the benefit of creditors, or apply for other such relief available under similar laws or regulations, or;

iii. Hire, terminate, or modify the terms of employment of any Manager, or;

iv. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

v. Invest in the debt or equity of any other entity, or;

vi. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Section within ten (10) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

b. Without having first obtained the prior written consent of all of the Member(s), amend this Agreement to:

i. Reduce the LLC Interest, Member Status, rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;

ii. Enlarge the LLC Interest, Member Status (if applicable), rights, privileges, or benefits or reduce the duties and obligations of the Manager, or;

iii. Modify the duration of this Company, or;

iv. Affect the rights or restrictions regarding the assignability of Member Status or Transferable Interest, or;

v. Amend this Section, or;

vi. Dissolve or terminate the existence of this Company, or;

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vii. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Section within ten (10) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

c. A "majority in interest," without more, shall mean a simple majority, as determined by their LLC Interest Percentages in the Company, of the Members of the Company.

d. For this Article V, any request for consent must be delivered by both (1) email with proof of delivery, and (2) one other form of notice complying with Article XIII, Section 12 of the Operating Agreement, before the Managers or other Members may "deem" a Member's failure to object in writing to mean the Member shall have consented to the proposed action.

**ARTICLE VI
Continuation of Business**

A majority in interest of the remaining Members of the Company have the right to continue the business 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 Company.

**ARTICLE VII
Profits and Losses Allocation**

Profits and losses will be allocated to the Members in accordance with the Operating Agreement of the Company.

**ARTICLE VIII
Amendments**

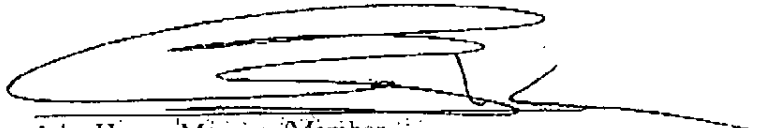
Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single party is the sole Member and Manager, only that party shall be required to sign said Articles of Amendment.


**ARTICLE IX
Commencement**

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company came into existence on September 19, 2017.

IN WITNESS WHEREOF, the undersigned Members have executed these Amended and Restated Articles of Organization on this 4th day of October, 2017.

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John Hayes, Manager/Member


Roger Hruby, Manager/Member

**CERTIFICATE OF DESIGNATED
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for Skyway Motor and Cycle Company, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, are: Andre R. Perron, 3119 Manatee Avenue West, Bradenton, FL 34205.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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: 10/4/17, 2017.


Andre R. Perron, Registered Agent

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