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DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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 OFFICE USE ONLY

June 26, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Duval-Aviation, LLC

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
 Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

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 ****125.00 ****125.00

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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J. BRYAN JUN 28 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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June 27, 2002

UCC FILING & SEARCH SERVICES

SUBJECT: DUVAL-AVIATION, LLC
Ref. Number: W02000018831

We have received your document for DUVAL-AVIATION, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 602A00041219

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**ARTICLES OF ORGANIZATION
OF
DUVAL-AVIATION, LLC**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be Duval-Aviation, LLC, and its principal place of business shall be in the County of St. Johns, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To encourage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities

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of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Hundred Dollars, shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by

unanimous consent of the members. Members will make contributions in equal shares

ARTICLE IV

PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being June, 2002.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI

DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 445 State Road 13 North, Suite 6B, City of Jacksonville, County of St. Johns, State of Florida, 32259. The mailing address for the company shall be the same.

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ARTICLE VIII
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Walter Williams Realty, Inc.
10450 San Jose Boulevard
Jacksonville, Florida 32257

J.D. Collins
3840 Crown Point Road
Suite A
Jacksonville, Florida 32257

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ARTICLE IX
**INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 10450 San Jose Boulevard, Suite 3, City of Jacksonville, County of Duval, State of Florida, and the name of its initial registered agent at such address is Dennis L. Pratt, Esquire.

ARTICLE X
RESTRICTIONS ON MEMBERSHIP


Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

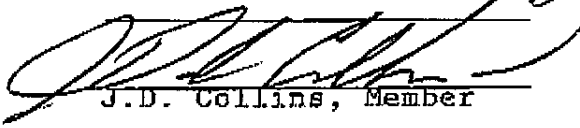
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon 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 limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Duval-Aviation, LLC

Executed by the undersigned at Jacksonville, on
June 1, ~~1994~~
2002.


Walter L. Williams, JR., Member


J.D. Collins, Member

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Having been named as registered agent to accept service of process for the above stated limited liability company, Duval-Aviation, L.L.C., at the place designated in this certificate, I hereby agree to 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 this 1st day of June, 2002.



Dennis L. Pratt

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