

L000000001857

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- FUN-WHEELS, LLC

2-

3-

4-

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
 00 FEB 17 PM 2:06  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FL 32304  
 SUBJECT: FUN-WHEELS, LLC  
 TALLAHASSEE, FL 32304  
 APPROVING  
 FILED

800003138819--8  
 -02/17/00--01062--026  
 \*\*\*\*125.00 \*\*\*\*125.00

W-4453

Examiner's Initials

2-18-00



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 17, 2000

ATTORNEYS' TITLE

SUBJECT: FUN-WHEELS, LLC  
Ref. Number: W00000004453

We have received your document for FUN-WHEELS, 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 articles of organization must be signed by a member or an authorized representative of a member. The articles were signed by Daniel O. Koller as the organizer.

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) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 300A00008600

COPIED TO THE  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
FEB 17 2000

**ARTICLES OF ORGANIZATION  
OF  
FUN-WHEELS, LLC**

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The undersigned hereby forms a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

**I.           The name of the limited liability company:**

FUN-WHEELS, LLC

**II.           The period of the company duration:**

The company shall have a perpetual existence.

**III.           The purpose for which the limited liability company is organized:**

The Company is organized to engage in and to do any lawful act concerning any and all lawful business, other than banking or insurance, for which a limited liability company may be organized.

**IV.    A.       The mailing and street address of the principal office in Florida:**

22 Lake Eloise Lane  
Winter Haven, FL 33884

**B.       The name and mailing and street address of the registered agent in Florida:**

Daniel O. Koller  
22 Lake Eloise Lane  
Winter Haven, FL 33884

**V.           The right, if given, of the members to admit additional members, and the terms and conditions of the admission:**

Additional members may be admitted at such times and on such terms and conditions as all members may unanimously agree and as provided in the Operating Agreement of the Company.

**VI.           The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the limited liability company:**

AMERICAN  
NOTARY PUBLIC  
01/10/2010  
11:00 AM

ARTICLES OF ORGANIZATION  
FUN-WHEELS, LLC

The remaining members of the Company may continue the business upon the termination of membership of a member in the Company upon majority agreement and as provided in the Operating Agreement of the Company.

**VII.**        Management:

The business of the Company shall be conducted by one or more Operating Managers who shall have exclusive authority to act for the Company in all matters. The company is a manager-managed company. The name and address of the initial Operating Managers of the Company are:

Daniel O. Koller  
22 Lake Eloise Lane  
Winter Haven, Florida 33884

Aurélie M. Koller  
22 Lake Eloise Lane  
Winter Haven, Florida 33884

**VIII.**       Annual Meetings:

All regularly scheduled annual meetings may be held only following a twenty-day Notice of Meeting providing the date, time, place and purpose of the meeting, unless waived by all members.

**IX.**        Special Meetings:

All special meetings of the managers must be preceded by at least a seven-day notice of the date, time, place and purpose of the special meeting, unless waived by all members.

**X.**         Amendments to Articles:

The managers cannot adopt amendments to the Company Articles of Organization or to the Operating Agreement without member consent.

**XI.**        Dissolution of Company:

A proposal by management to dissolve the Company must be voted on by the Members.

APPROVED  
11/10/10  
OFFICE OF THE  
CLERK OF THE  
COUNTY OF  
POLK, FLORIDA

**XII. Manager's Compensation:**

Compensation of the Managers will be determined by unanimous vote of the managers, and then must be approved by a majority vote of all eligible members at an annual or special members' meeting.

**XIII. Other provisions for the regulation of the internal affairs of the limited liability company:**

(1) The Company shall indemnify an individual made a party to a proceeding because he is or was a member, manager, officer, employee or agent of the company against liability incurred in the proceeding if:

- (a) They conducted themselves in good faith; and
- (b) They reasonably believed that their conduct was in or at least not opposed to the Company's best interest; and
- (c) In the case of any criminal proceeding they had no reasonable cause to believe his conduct was unlawful.

(2) The Company shall pay for or reimburse the reasonable expenses incurred by a member, manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) The individual furnishes the Company a written affirmation of his good faith belief that they have met the standard of conduct described herein;
- (b) The individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that they did not meet the standard of conduct; and
- (c) A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

(3) The indemnification and advance of expenses authorized herein shall not be exclusive to any other right to which any member, manager, officer, employee or agent may be entitled under any By-law, regulation, agreement, vote of members or disinterested managers or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating

ARTICLES OF ORGANIZATION  
FUN-WHEELS, LLC

indemnification and advancement of expenses to the extent permitted by law.

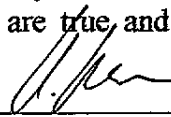
(4) The principal place of business of the Company shall be in Florida or at such other place as the members from time to time may agree.

Dated this 15<sup>th</sup> day of December 1999.



\_\_\_\_\_  
DANIEL O. KOLLER

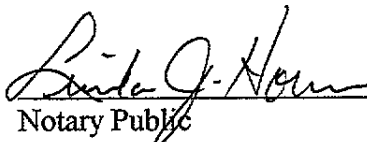
I, DANIEL O. KOLLER, being first duly sworn, on oath, depose and say: That I am one of the members of FUN-WHEELS, LLC; that I have read the contents of the foregoing Articles of Organization of said limited liability company, know the contents thereof; and the statements contained in such Articles of Organization are true and correct and constitute my free and voluntary act.



\_\_\_\_\_  
DANIEL O. KOLLER

STATE OF FLORIDA  
COUNTY OF POLK

The forgoing instrument was acknowledged before me this 15<sup>th</sup> day of December, 1999, by DANIEL O. KOLLER, who is  personally known to me, or who has  produced the following identification: Florida DL K460-174-68-269-D



\_\_\_\_\_  
Notary Public

My Commission Expires:



Linda J Horn  
My Commission CC00997  
Expires December 18 2000

NOTARY PUBLIC  
LINDA J. HORN  
12/15/99  
6:45 PM

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
FOR FLORIDA LIMITED LIABILITY COMPANY  
FUN WHEELS, LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is:

FUN-WHEELS, LLC

The name and address of the registered agent and office is:

Daniel O. Koller  
22 Lake Eloise Lane  
Winter Haven, FL 33884

Having been named as registered agent and to accept service of process for the above 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: 2/9/2000

  
\_\_\_\_\_  
Daniel O. Koller

OFFICE OF THE  
CLERK OF THE  
SUPREME COURT  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA