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March 2, 2001

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
The Capitol  
Tallahassee, Florida 32399

600003799166--2  
-03/05/01--01145--028  
\*\*\*\*177.50 \*\*\*\*155.00

RE: Minco Auto & Truck Accessories, LLC

Dear Sir:

Please find enclosed Operating Agreement for Minco Auto & Truck Accessories, LLC to be filed. I am enclosing my law account check (#8744) in the amount of \$177.50 to cover the cost of filing fees and one certified copy. Please return a certified copy of the Operating Agreement to me at Post Office Box 167, Perry, Florida 32348-0167 after filing.

If you have any questions please do not hesitate to contact me. Thank you very much for your consideration in this matter.

Respectfully,

  
Kathleen McCarthy Bishop, Esq.

Enclosure

cc: Michael & Jeanna Mincy  
641 Fair Franks Lane  
Perry, Florida 32347

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2001 MAY 30 PM 5:10  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 7, 2001

KATHLEEN MCCARTHY BISHOP, ESQ.  
CONRAD C. BISHOP, P.A.  
P.O. BOX 167  
PERRY, FL 32348-0167

SUBJECT: MINCO AUTO & TRUCK ACCESSORIES, LLC  
Ref. Number: W01000005227

We have received your document for MINCO AUTO & TRUCK ACCESSORIES, LLC and your check(s) totaling \$177.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 101A00013985

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 9, 2001

MINCO AUTO & TRUCK ACCESSORIES, LLC  
CONRAD C. BISHOP, P.A.  
P.O. BOX 167  
PERRY, FL 32348-0167

We have received your document for MINCO AUTO & TRUCK ACCESSORIES, LLC and your check(s) totaling \$177.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 201A00021076

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**MINCO AUTO & TRUCK ACCESSORIES, LLC**

*The undersigned*, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, do hereby adopt the following articles of organization:

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of this company is MINCO AUTO & TRUCK ACCESSORIES, LLC, and the mailing and principal office address is 200 N. Magnolia Street, Tallahassee, Florida 32301.

**ARTICLE II**

**COMPANY DURATION**

The duration of the company is perpetual until dissolved as indicated in Article VIII. The date and time of the commencement of corporate existence is the date and time as evidenced by the endorsement of the Department of State, Division of Corporations, State of Florida.

**ARTICLE III**

**REGISTERED AGENT**

The street address of the initial registered office of the company is 200 N. Magnolia Street, Tallahassee, Florida 32301 and the name of its initial registered agent at such address is, MICHAEL MINCY. The mailing address and the street address for the principal office of the Company shall be MINCO AUTO & TRUCK ACCESSORIES, LLC shall be 200 N. Magnolia Street, Tallahassee, Florida 32301.

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## ARTICLE IV

### MEMBER MANAGED COMPANY

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the managing members of the Company are:

Michael Mincy  
641 Fair Franks Lane  
Perry, Florida 32347

Jeanna Mincy  
641 Fair Franks Lane  
Perry, Florida 32347

## ARTICLE V

### CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company in cash or property as set forth as follow:

| <u>MEMBER</u>   | <u>CONTRIBUTION</u> |
|---|---------------------|
| Michael Mincy<br>641 Fair Franks Lane<br>Perry, Florida 32347 | \$5,000.00          |
| Jeanna Mincy<br>641 Fair Franks Lane<br>Perry, Florida 32347  | \$5,000.00          |

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**ARTICLE VI**

**ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

**ARTICLE VII**

**ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII**

**TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion or bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of the majority in interest of the remaining members, provided there are at least two (2) remaining members.

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TALLAHASSEE, FLORIDA

*IN WITNESS WHEREOF*, we have hereunto set out hand and seals to the Articles of Organization of Minco Auto & Truck Accessories, LLC under penalties of perjury that the facts stated herein are true on this 4<sup>th</sup> day of ~~April~~<sup>May</sup>, 2001.

MINCO AUTO & TRUCK ACCESSORIES, LLC

  
MICHAEL MINCY, Member-Manager

**ACCEPTANCE AS DESIGNATION OF RESIDENT AGENT**

Having been named as registered agent and to accept service of process for the above stated 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 fall 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 as provided in Chapter 608, Florida Statutes.

*DATED* on this 4<sup>th</sup> day of ~~April~~<sup>May</sup>, 2001.

  
MICHAEL MINCY

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