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To: Division of Corporations  
Fax Number : (850)205-0383

From: Account Name : MILAM & HOWARD, P.A.  
Account Number : I20000000206  
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**LIMITED LIABILITY COMPANY**

**O'Steen Automotive Group of Georgia, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
O'STEEN AUTOMOTIVE GROUP OF GEORGIA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company shall be O'Steen Automotive Group of Georgia, LLC.

**ARTICLE II - ADDRESS**

The mailing address and the street address of the principal office of the Company shall be 2525 Philips Highway, Jacksonville, Florida 32207.

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is sooner terminated as provided in the operating agreement of the Company.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is Milam & Howard, P.A. at 50 North Laura Street, Suite 2900, Jacksonville, Florida 32202.

**ARTICLE V - SPECIFIC PURPOSE**

The specific purpose for which this Company has been organized is automotive sales, service and distribution. The Company shall also be authorized to carry on any business lawfully permitted by the Florida Limited Liability Company Act.

**ARTICLE VI - ADMISSION OF NEW MEMBERS**

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 this Company.

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**ARTICLE VII – BUSINESS CONTINUATION**

The remaining Members of this Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of the Member in this Company upon unanimous agreement and as provided in the Operating Agreement of the Company.

**ARTICLE VIII – MANAGEMENT BY MEMBERS**

The Company shall be managed by the members in accordance with an operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned authorized representative of member has made and subscribed these Articles of Organization for the foregoing uses and purposes.

Executed by the undersigned on the 6<sup>th</sup> day of June, 2002.

By: G. Alan Howard  
G. Alan Howard,  
Authorized Representative of Member

STATE OF FLORIDA  
COUNTY OF DUVAL

Sworn to and subscribed before me  
this 6th day of June, 2002.

Jenny Norgaard  
[typed name]  
Notary Public, State of Florida

Jenny Norgaard  
My Commission CC802133  
Expires January 13, 2003

My Commission Expires: 1-13-03

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

Under the provisions of F.S. 608.415 or 608.507, O'Steen Automotive Group of Georgia, LLC. submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is O'Steen Automotive Group of Georgia, LLC.
2. The name and street address of the registered agent in Florida is:

Milam & Howard, P.A.  
50 North Laura Street, Suite 2900, Jacksonville, FL 32202

The undersigned, being the person named in the Articles of Organization of O'Steen Automotive Group of Georgia, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligation of the position of registered agent.

DATED this 6th day of June, 2002.

MILAM & HOWARD, P.A.

By:   
G. Alan Howard  
President

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