

L020000031247

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100011189091

01/31/03--01076--004 \*\*43.75

02/19/03--01002--009 \*\*11.25

2/19

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 19 AM 11:55

**RONALD W. RITCHIE, P.A.**

ATTORNEY AT LAW

PARK NORTH PROFESSIONAL CENTER

SUITE 4

5129 CASTELLO DRIVE

NAPLES, FLORIDA 34103-1903

TELECOPIER (239) 435-1995

TELEPHONE (239) 435-1989

January 28, 2003

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Arnold Motorsports, LLC

Dear Ladies:

Enclosed please find an original and one (1) copy of Amended and Restated Articles of Organization for the captioned limited liability company.

Also enclosed is my check for \$43.75 for filing of this document and for a certified copy thereof.

Please file same and return the certified copy to the address shown above.

Very truly yours,

  
RONALD W. RITCHIE

/rwr  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 19 AM 11:55



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

February 4, 2003

RONALD W. RITCHIE, P.A.  
ATTORNEY AT LAW  
5129 CASTELLO DRIVE, SUITE 4  
NAPLES, FL 34103-1903

SUBJECT: ARNOLD MOTORSPORTS, LLC  
Ref. Number: L02000031247

We have received your document for ARNOLD MOTORSPORTS, LLC and your check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following:

The filing fee for an LLC amendment is \$25, and the fee for a certified copy of the filing is \$30. Please return this letter with a check for the remaining \$11.25 due for this filing and certified copy.

Please return 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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 403A00007387

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 19 AM 11:55

**RONALD W. RITCHIE, P.A.**

ATTORNEY AT LAW

PARK NORTH PROFESSIONAL CENTER  
SUITE 4

5129 CASTELLO DRIVE  
NAPLES, FLORIDA 34103-1903

TELECOPIER (239) 435-1995

TELEPHONE (239) 435-1989

February 9, 2003

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

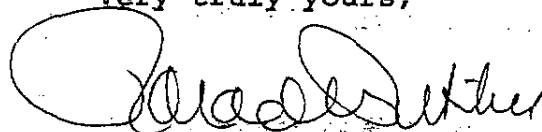
Re: Arnold Motorsports, LLC

Dear Ladies:

Enclosed please find my trust account check in the amount of \$11.25, per the Department's enclosed letter of February 4, 2003.

Should there be anything further needed to complete the filing of the pending Articles of Amendment, please advise.

Very truly yours,



RONALD W. RITCHIE

/rwr  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 19 AM 11:55

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

**OF**

**ARNOLD MOTORSPORTS, LLC, A LIMITED LIABILITY COMPANY**

=====

**ARTICLE I**

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

These Amended and Restated Articles of Organization for ARNOLD MOTORSPORTS, LLC, a Florida Limited Liability Company, for which Articles of Organization were initially filed on November 20, 2002 under document number L02000031247, are adopted and approved by all members for the purpose of amending the address of the Company and the address of the Registered Agent of the Company as set forth hereinafter.

**ARTICLE II**

**NAME**

The name of this limited liability company is ARNOLD MOTORSPORTS LLC, referred to herein as the "Company."

**ARTICLE III**

**PRINCIPAL OFFICE AND AGENT**

The principal office and mailing address of the Company is 3073 South Horseshoe Drive, Suite 118, Naples, FL 34104. The Company's registered agent is Donald L. Arnold, whose office is located at 3073 South Horseshoe Drive, Suite 118, Naples, FL 34104.

**ARTICLE IV**

**DURATION**

Unless affirmatively dissolved, the Company shall have perpetual duration.

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
03 FEB 1  
AM 11:55

## ARTICLE V

### ORGANIZER

The organizer of the Company is Donald L. Arnold, a natural person at least eighteen (18) years old.

## ARTICLE VI

### PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

## ARTICLE VII

### MANAGEMENT BY MANAGER(S)

#### Section 7.01 Designation of Manager(s)

(a) Manager(s). The Company will be managed by one or more managers. The initial manager shall be Donald L. Arnold, whose address is 3073 South Horseshoe Drive, Suite 118, Naples, Florida 34104, who shall serve until the next scheduled annual elections of the Company. Reference herein to "manager" or "managers" shall refer to either or all of the persons elected to serve as a manager of the Company.

(b) Removal. The member(s) may remove a manager, without having to possess, state, or prove cause, by

(i) a vote of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought. The vote must be taken at a properly scheduled meeting of the members, and a manager whose removal is sought may not vote, or

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
APR 11 1975  
03 FEB 1975

(ii) written consent of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought.

The removal of a manager without stating or proving cause does not bar a later claim that the manager engaged in misconduct while a manager.

(c) Resignation. A manager may resign by providing written notice to all members, using the means of notice stated in the Company's operating agreement for giving notice to members. If the operating agreement does not specify a means of giving notice, the manager must give notice by a means sufficient under the laws of the State of Florida. The resignation shall take effect ten (10) days after the date the manager gives notice to all members, or a later date stated in the notice of resignation.

(d) Interim Management. Once the resignation of a manager is effective or the members remove a manager, the Company will be managed by the remaining manager until a replacement manager is chosen with the majority consent of the members.

(e) Replacement Manager. The members will elect a replacement manager at a properly scheduled meeting of the members. The vote of members holding a majority of the voting power of all membership interests is necessary to elect a replacement manager. In the case of the removal of a manager under Section 6.01(b)(i), the same meeting that votes removal may also elect a replacement manager. Once elected, the replacement manager will have all of the powers and duties of the initial managers.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
MAR 11 1955  
03 FEB 19

## Section 7.02 Authority of the Managers

Managers' Operational Authority. The managers have authority, in the name, and on behalf, of the Company to sign and deliver all contracts, agreements, leases, notes, mortgages and other documents and instruments which are necessary, appropriate or convenient for the conduct of the Company's business and the furtherance of its purposes. The signatures of both of the managers herein named is required to bind the Company. This provision does not alter or waive any duty that a manager may have to the Company concerning a manager's exercise of management authority.

## Section 7.03 Nonliability of Manager for Acts or Omissions in Official Capacity

The manager is released from liability for damages and other monetary relief to the full extent permitted by the laws of the State of Florida.

## Section 7.04 No Authority of Members

Except as authorized by a manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

## ARTICLE VIII

### IDENTIFICATION OF MANAGER

The name and address of the initial manager of the Company are:

DONALD L. ARNOLD  
3073 SOUTH HORSESHOE DRIVE, SUITE 118  
NAPLES, FLORIDA 34104

FILED  
STATE  
SECRETARY OF CORPORATIONS  
JAN 19 1965  
11:55 AM



**ARTICLE IX**

**CONTRIBUTIONS**

The member(s) in the aggregate have contributed to the Company \$1,000.00 in cash.

**ARTICLE X**

**ADMISSION OF NEW MEMBERS**

The Company may admit new members only upon the unanimous written consent of all members as provided in the Company's operating agreement.

**ARTICLE XI**

**DISSOLUTION**

Section 11.01 Dissolution and Dissolution Avoidance Following the  
Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" "dissociation" occurs when the Company has notice or knowledge an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 10.01(b), the Company must have at least one remaining member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

FILED STATE  
SECRETARY OF CORPORATIONS  
FEB 19 4 AM 8:56  
DIVISION OF CORPORATIONS

ARTICLE XII  
DISTRIBUTIONS

**Section 12.01 Interim Distributions**

The Company may make interim distributions of property to its members as agreed to by all of the members.

**Section 12.02 Winding-Up Distributions**

The Company may make winding-up distributions of property to its members as agreed by all of the members.

ARTICLE XIII

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

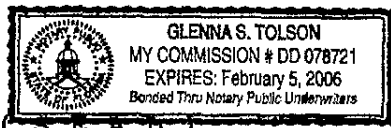
If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed by the undersigned this 7<sup>th</sup> day of January, 2003.

By: *Donald L. Arnold*  
DONALD L. ARNOLD, Member

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 7<sup>th</sup> day of January, 2003, by DONALD L. ARNOLD, who is personally known to me (or has produced \_\_\_\_\_ as identification) and who did/did not take an oath.



*Glenna S. Tolson*  
NOTARY PUBLIC  
Print Name - GLENN S. TOLSON  
Commission Number - DD 078721  
My Commission Expires: 2/5/06

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 19 AM 11:55

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent in the State of Florida

1. The name of the limited liability company is **ARNOLD MOTORSPORTS, LLC.**

2. The name and address of the registered agent and principal/registered office is:

Donald L. Arnold  
3073 South Horseshoe Drive, Suite 118  
Naples, Florida 34104

\* \* \* \*

**ACKNOWLEDGMENT AND ACCEPTANCE**

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 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 7<sup>th</sup> day of January, 2003.

  
DONALD L. ARNOLD, Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 19 AM 11:55