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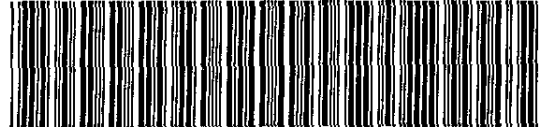
(Business Entity Name)

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TALLAHASSEE, FLORIDA

HOLT & WESTBERRY, P.L.

ATTORNEYS AND COUNSELORS AT LAW

1108-A North 12th Avenue

Pensacola, FL 32501-3308

holtwest@bellsouth.net

(850) 434-7694

Edmund W. Holt, J.D.*

Civil Trial Practice/Personal Injury

Estate Planning/Probate

Real Estate Law

Small Business Law

* Certified Circuit Mediator

R. John Westberry, J.D.*

Labor & Employment

Marital & Family

Personal Injury

Administrative Law

* Also Licensed in Alabama

March 31, 2003

Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

RE: Articles of Organization of NORTHWEST FLORIDA CLASSICS, L.L.C.

To Whom it May Concern:

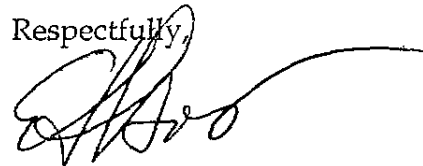
Enclosed are the following documents necessary to incorporate Northwest Florida Classics, L.L.C., a Florida limited liability company.

1. Original, signed, Articles of Organization, (four pages)
2. Check in the amount of \$130.00, which represents \$100.00 filing fees, \$25.00 for Designation of Registered Agent, and \$5.00 for a Certificate of Status.

Please accept the Articles for filing and return the Certificate of Status along with the Corporate Charter to my office as soon as possible.

Thank you for your time and attention to this request.

Respectfully,



Edmund W. Holt

Enclosures

EWI/emj

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ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE ONE

Name

The name of the Limited Liability Company is NORTHWEST FLORIDA CLASSICS, L.L.C.

ARTICLE TWO

Address of Principal Office

The mailing address and street address of the principal office of the Limited Liability Company is 10400 Gulf Beach Highway, Pensacola, FL 32507.

ARTICLE THREE

Registered Agent and Office

The name and the Florida street address of the registered agent of the Limited Liability Company is Ina Sue Williams, 10400 Gulf Beach Highway, Pensacola, FL 32507.

ARTICLE FOUR

Purpose and Powers

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

1. To engage in the collection, restoration, display, promotion, and sale from time to time of classic automobiles of any vintage or type.
2. To engage in any activity or business authorized under the Florida Statutes.
3. 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 set forth in these Articles to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of

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the business, good will, rights, assets, and liabilities 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. 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 set forth in these Articles, 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.

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.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE FIVE
EXERCISE OF 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 IV
MANAGEMENT

This limited liability company shall be managed by a managing member. The name and address of the person who shall serve until her successor is chosen and qualified is Ina Sue Williams, 10400 Gulf Beach Highway, Pensacola, FL 32507.

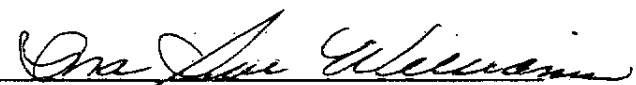
ARTICLE V
DURATION


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

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Northwest Florida Classics, L.L.C.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Executed by the undersigned at Pensacola, Florida, this 24 day of March, 2003.

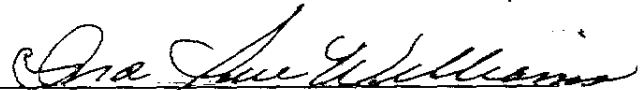

Ina Sue Williams
10400 Gulf Beach Highway
Pensacola, FL 32507
Member



Calvin Don Arnould
10400 Gulf Beach Highway
Pensacola, FL 32507
Member

REGISTERED AGENT 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 as provided for in Chapter 608, F.S.



Ina Sue Williams
10400 Gulf Beach Highway
Pensacola, FL 32507

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