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Account Name : EMPIRE CORPORATE KIT COMPANY
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LA 03/10/05

LIMITED LIABILITY COMPANY

d. balding llc

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 9, 2005

EMPIRE

SUBJECT: D. BALDING LLC
REF: W05000010714

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Thank you for correcting your document. Your document has not yet been filed because Article IV refers to the LLC being "incorporated."

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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Lee Rivers
Document Specialist

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME:

The name of the Limited Liability Company is : D. BALDING LLC

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is : 130 S. W. 63 Terrace, Plantation, Florida 33317.

ARTICLE III

The general nature of the business or businesses or objects or purposes to be transacted, promoted, or carried on by this LLC is as follows:

Section 1. To engage in the business of aircraft maintenance management.

Section 2. To purchase to receive by way of gift, subscribe for, invest in and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or LLC, foreign or domestic, or of any government or subdivision or agency thereof, documents of

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title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidentals, franchises, subsidies, charters, concessions grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunity of individual owners or holders thereof.

Section 3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

Section 4. To promote or aid in any manner, financially or otherwise, any person, firm, association or LLC, and to guarantee contracts and other obligations.

Section 5. To let concessions to others to do any of the things that this LLC is empowered to do, and to enter into make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or LLC, or any government or authority or subdivision or agency thereof.

Section 6. To carry on any business whatsoever that this LLC may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this LLC, and to all things specified in Chapter 28170, Laws of Florida, being Florida Statutes Sections 608.01 to 608.60, inclusive, as amended, and to have and to exercise all powers conferred by the laws of the State of Florida on LLC formed under the laws pursuant to which and under which

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this LLC is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or LLC, and in any part of the world.

Section 7. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this LLC, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

Section 8. Notwithstanding anything herein contained, these Articles shall not be construed as authorizing this LLC to possess the power of issuing bills, notes or other evidences of debts for circulation as money, or the power of carrying on the businesses of railroad, canal, telephone, telegraph, banking, savings and loan associations, insurance, or cemetery.

ARTICLE IV

This LLC shall exist perpetually, and shall begin existence on the 8 day of March, 2005 or as soon as filed by the Secretary of State of Florida.

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ARTICLE V

The business of this LLC shall be conducted by managing directors of not less than one (1) director, the exact number of managing directors to be fixed by the by-laws of the LLC.

ARTICLE VI

Special provisions for the regulation of this LLC in furtherance and not in limitation of powers conferred by the Statutes of Florida, are hereby set forth:

Section 1. The meeting of the managing members or Board of Managing Directors may be held either within or without the State of Florida.

Section 2. A majority of Board of Directors shall constitute a quorum of such Board.

Section 5. The officers of this LLC shall be: a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may deem necessary who need not be members of the Board of Directors. Any one person may hold two of said offices, however, the President shall not hold the office of Secretary.

Section 6. No officer of this LLC shall enter into any contracts for the purpose of the sale of land, or incur an indebtedness in the name of the LLC, or pledge any security of the LLC without express authority of a majority of the Board of Directors obtained at a meeting duly constituted. The officers of this LLC, who shall hold office until such time as their successors shall have been duly elected and qualified, are as follows:

ARTICLE VII - REGISTERED AGENT, REGISTERED OFFICE AND RESIDENT AGENT'S SIGNATURE

DONNIE BALDING
130 S. W. 63rd Terrace
Plantation, FL 33317

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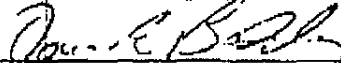
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position of registered agent as provided for in Chapter 608, F. S.



Registered Agent's Signature

ARTICLE IX - MANAGEMENT (Check box if applicable)

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.



Signature of a member or an authorized representative of a member

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


Typed or printed name of signer
(Donnie Balding)

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