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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Downtown Automotive, LLC  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
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**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

**Examiner's Initials**

**ARTICLES OF ORGANIZATION  
of  
DOWNTOWN AUTOMOTIVE, LLC**

\*\*\*\*\*

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

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1. **NAME.**

The name of the Limited Liability Company is **DOWNTOWN AUTOMOTIVE, LLC** (hereinafter referred to as the "Company").

2. **PERIOD OF DURATION.**

The period of duration of the Company shall be perpetual, unless it is dissolved as provided in the Florida Limited Liability Act or the written Operating Agreement to be executed by all of the Members of the Company.

3. **PURPOSE.**

To engage in any and all other businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. **ADDRESS OF PLACE OF BUSINESS.**

The mailing and street address of the place of business in Florida for the Company is: 3031 Crawfordville Highway, Crawfordville, Florida 32327. Such address may be changed from time to time as provided in the Operating Agreement.

5. **REGISTERED AGENT.**

The initial registered agent in Florida for the Company is: SUSAN S. THOMPSON and the initial, registered office is located at 3520 Thomasville Road, 4<sup>th</sup> Floor, Tallahassee, Florida 32309.

6. **INITIAL CAPITAL CONTRIBUTIONS.**

The total amount of cash contributed to the Company is as follows:

| <b><u>NAME</u></b>         | <b><u>CONTRIBUTION</u></b> |
|----------------------------|----------------------------|
| Phillip Lee Highsmith, Sr. | \$10.00                    |
| Leslie Nichole Highsmith   | \$10.00                    |
| Phillip Lee Highsmith, Jr. | \$10.00                    |
| Michael Wren Highsmith     | \$10.00                    |

7. **ADDITIONAL CONTRIBUTIONS.**

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows:

No total additional contributions have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous written agreement of the Members, or as otherwise provided in the Operating Agreement.

8. **ADDITIONAL MEMBERS.**

The Company shall have two (2) members, and may admit additional members upon the prior unanimous written agreement of the then existing members, or as otherwise provided in the Operating Agreement.

9. **CONTINUITY OF 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 a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

10. **MANAGEMENT.**

The Company is a member-managed company. The name and address of the Member who is to serve as the managing Members until the first annual meeting of members or until his successors is duly elected and qualified is as follows: **Phillip Lee Highsmith, Sr.**

11. **INDEMNIFICATION.**

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any manager or former manager to the full extent permitted under the Florida Limited Liability Company Act.

EXECUTED at Tallahassee, Leon County, Florida this 4<sup>th</sup> day of January, 2006.

  
PHILLIP LEE HIGHSMITH, SR.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WITH WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, 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 **DOWNTOWN AUTOMOTIVE, LLC**
2. The name of the registered agent and office is: SUSAN S. THOMPSON and the initial, registered office is located at 3520 Thomasville Road, 4<sup>th</sup> Floor, Tallahassee, Florida 32309.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.

  
SUSAN S. THOMPSON, Registered Agent