

606 0000 26318

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H06000065045 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

2006 MAR 10 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

RECEIVED

06 MAR 10 PM 2:33

DIVISION OF CORPORATIONS

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

atsg holding company, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$155.00

606-26318  
JR

Electronic Filing Menu Corporate Filing Menu

Help

H00000065045

⑦

**ARTICLES OF ORGANIZATION  
OF  
ATSG HOLDING COMPANY, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME, PRINCIPAL ADDRESS AND MAILING ADDRESS OF BUSINESS**

The name of the limited liability company shall be ATSG HOLDING COMPANY, L.L.C., its principal office shall be located at 7700 N. Kendall Drive, Suite 570, Miami Florida, 33156, and its mailing address shall be 7700 N. Kendall Drive, Suite 570, Miami Florida, 33156; but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II  
PURPOSES 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 is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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

*Jerry Green, P.A.*

Dadeland Square at the Greenery Mall, Suite 507, 7700 North Kendall Drive, Miami, Florida 33156, Telephone (305) 273-4575

1 H00000065045

FILED

006 MAR 10 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry-on, improve, or develop, all or any of the business, goodwill, rights, assets, 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 provision of these Articles; and to hold, utilize and in any manner dispose of the rights and properties so acquired.

4. 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.

5. To exercise all or any of the limited liability company's 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 such 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 the 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.

*Jerry Green, P.A.*

Undakand Square at the Greenery Mall, Suite 507, 7700 North Kendall Drive, Miami, Florida 33156, Telephone (305) 275-4575

6. To do anything 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 should be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorized 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 III 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, a manager, or group of managers, appointed by "Class A Members" of this limited liability company as set forth in the Operating Agreement to be unanimously approved by the "Class A Members".

*Jerry Green, P.A.*

Udeland Square at the Greenery Mall, Suite 307, 7700 North Kendall Drive, Miami, Florida 33156, Telephone (305) 275-4575

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAR 10 AM 11:02

#### ARTICLE IV MEMBERSHIP RESTRICTIONS

Members shall be divided into two separate and distinct groups. "Class A Members" means each person admitted as a member to this limited liability company as a Class A Member and each person who subsequently is admitted as a Class A Member. On any matter presented to the members for their vote, each Class A Member shall have one vote for each membership unit owned by him or her and shall be collectively referred to as the "Voting Members". "Class B Members" means each person admitted as a member to this limited liability company as a Class B Member and each person who subsequently is admitted as a Class B Member. A Class B Member shall have all the same rights of a Class A Member as further described in the Operating Agreement in this limited liability company except for the right to vote. The members holding the Class B nonvoting membership units are collectively referred to herein as the "Nonvoting Members". Each holder of a membership unit shall be entitled to one or more certificates appointed by a majority of the managers, signed by a voting member, which shall certify the number and class of membership units held by such member in the company. No certificate for membership units shall be executed or delivered until such units are fully paid.

Class A Members shall have the right to restrict new Class A Members under the provisions of the Operating Agreement. Contributions required of new members shall be determined under the formula approved by the Class A Members in the Operating Agreement.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business as

*Jerry Green, P.A.*

Dadeland Square at the Grocery Mall, Suite 507, 7700 North Kendall Drive, Miami, Florida 33156, Telephone (305) 275-4575

set forth in the Operating Agreement.

**ARTICLE V  
CAPITAL CONTRIBUTIONS**

Capital contributions shall be made as required for investment purposes, as determined in the Operating Agreement by unanimous consent of the members.

**ARTICLE VI  
DURATION**

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

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered agent of the limited liability company is:

Jerry Green, Esquire  
7700 N. Kendall Drive, Suite 507  
Miami, Florida 33156

IN WITNESS WHEREOF, the undersigned have executed this Articles of Organization of  
ATSG HOLDING COMPANY, L.L.C., this 10 day of March, 2006.

By:   
Printed Name: JERRY GREEN  
Title: Authorized Representative

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

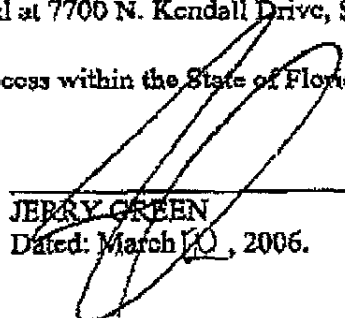
ATSG HOLDING COMPANY, L.L.C., desiring to organize or qualify under the laws of

*Jerry Green, P.A.*

Dadoland Square at the Grocery Mall, Suite 507, 7700 North Kendall Drive, Miami, Florida 33156, Telephone (305) 774-4575

H000000065045

the State of Florida, with its principal place of business at 7700 N. Kendall Drive, Suite 570, Miami Florida, 33156, has named JERRY GREEN located at 7700 N. Kendall Drive, Suite 570, Miami Florida, 33156, as its agent to accept Service of Process within the State of Florida.


  
JERRY GREEN

Dated: March 10, 2006.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


  
JERRY GREEN

Dated: March 10, 2006.

2006 MAR 10 AM 11:03  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

*Jerry Green, P.A.*

Dadland Square at the Greenery Mall, Suite 507, 7700 North Kendall Drive, Miami, Florida 33156, Telephone (305) 275-6575

H000000065045