

L060000052487

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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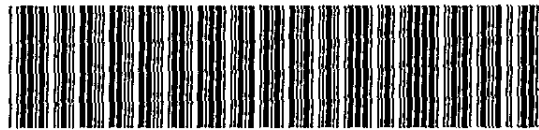
(Business Entity Name)

(Document Number)

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B. McKnight MAY 22 2006

**COVER LETTER**

TO: Registration Section  
Division of Corporations

SUBJECT: MLB Jet Port, L.L.C.  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Patrick E. Roth  
(Name of Person)

MLB Jet Port, L.L.C.  
(Firm/Company)

8985 S. Hwy A1A  
(Address)

Melbourne Beach, FL 32951  
(City/State and Zip Code)

For further information concerning this matter, please call:

Patrick Roth at 321 426-6036  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☒ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION**

**OF**

**MLB JET PORT, LLC**

Pursuant to Section 608 of the Florida Statutes to form a Florida Limited Liability Company, the undersigned forms the limited liability company by adopting the following Articles of Organization for the limited liability company:

**ARTICLE I**

The name of this limited liability company is MLB Jet Port, LLC (the "Company").

**ARTICLE II**

The street address and mailing address of the principal office of the Company in the State of Florida is:

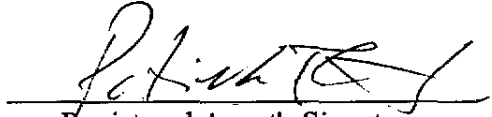
8985 S. Highway A1A  
Melbourne Beach, FL 32951

**ARTICLE III**

The name and street address of the agent of the Company in the State of Florida is:

Patrick E. Roth  
8985 S. Highway A1A  
Melbourne Beach, FL 32951

*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.*

  
Registered Agent's Signature

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FILED  
CLERK OF STATE  
DIVISION OF CORPORATE  
AND BUSINESS SERVICES

#### ARTICLE IV

The duration of the Company shall be perpetual unless dissolved as provided in the operating agreement of the Company.

#### ARTICLE V

The name and address of each Manager or Managing Member is as follows:

<u>Title:</u>	<u>Name and Address:</u>
MGR	Patrick E. Roth 8985 S. Highway A1A Melbourne Beach, FL 32951

The management of the Company shall be vested in its managers who shall be selected in the manner described in the Operating Agreement of the Company. The members of the Company are not agents of the Company for the purpose of its business or affairs or otherwise. No manager, member, agent, employee, or any other person shall have any power or authority to bind the Company in any way except as may be expressly authorized by the Operating Agreement of the Company or unless authorized to do so by the managers of the Company.

#### ARTICLE VI

Section 6.1. A manager of this Company or a member with whom management of the Company is vested shall not be personally liable to the Company or its members for monetary damages for breach of fiduciary duty as a manager, except for liability (i) for any breach of the manager or members duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for a transaction from which the manager or member derived an improper personal benefit or a wrongful distribution in violation of Section 807 of the Iowa Limited Liability Company Act.

Section 6.2. Each person who is or was a member or manager of the Company (and the heirs, executors, personal representatives, administrators, or successors of such person) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company or is or was serving at the request of the Company as a member or manager, director, officer, partner, trustee, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such

proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Article shall be a contract right.

Section 6.3. The Company may, by action of the manager(s), provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the manager(s) shall determine to be appropriate and authorized by applicable law.

Section 6.4. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of organization or operating agreement of the Company, agreement, vote of members or disinterested manager(s), or otherwise.

Section 6.5. Any repeal or amendment of this Article by the members of the Company shall not adversely affect any right or protection of a member, manager, or officer existing at the time of such repeal or amendment.

Dated 5/10, 2006.

  
Patrick E. Roth, Organizer

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BREVARD    )

On this 10 day of MAY, 2006, before me, the undersigned, a Notary Public in and for the State of Florida, personally appeared Patrick E. Roth, to me personally known, who being by me duly sworn, did say that he is the Organizer of MLB Jet Port, LLC, a limited liability company, executing the within and foregoing instrument; and that Patrick E. Roth, as Organizer, acknowledged the execution of the foregoing instrument to be the voluntary act and deed of the limited liability company, by it and by him/her voluntarily executed.

 Florida  
Notary Public in and for said State

