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SECRETARY STATES



# **COVER LETTER**

TO:

Registration Section Division of Corporations

SUBJECT: TRANSPORT, LLC (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:		
FRANCKY DALLIN METAYER (Name of Person)		
II KINGS TRANSPORT, LLC (Firm/Company)		
1130 NE 204 STREET		
MIAMI FLORIDA 33179 BEGOTO City/State and Zip Code)		
(City/State and Zip Code)  (City/State and Zip Code)  For further information concerning this matter, please call:		
FRANCKY D. METAYER at 954 394 - 7245 39 (Area Code & Daytime Telephone Number)		
Enclosed is a check for the following amount:		
\$125.00 Filing Fee \$\bigcup \\$130.00 Filing Fee & \bigcup \\$155.00 Filing Fee & \bigcup \\$160.00 Filing Fee, Certificate of Status & 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

# II KINGS TRANSPORT, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. They 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 AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be II KINGS TRANSPORT, L.L.C., and its principal office shall be located at 1130 NE 204 STREET, in the City of MIAMI, County of MIAMI-DADE, State of Florida, 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 company 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 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, good will, rights, assets and liabilites 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 that which this limited liability company is authorized to that which this limited liability company is authorized to that which this limited liability company is authorized to that which this limited liability company is authorized to that which this limited liability company is authorized to that which this limited liability company is authorized to that which this limited liability company is authorized to that which this limited liability company is authorized to that which this limited liability company is authorized to the carry on, pursuant to the provisions of these Articles; and hold, utilize, and in any manner dispose of the rights and property 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 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 services 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 on assistance it may lawfully do under the laws of the State of the Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
- 6. 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 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, 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

(a) This limited liability company shall be managed by one manager. The name and address of the person who

shall serve until the first annual meeting of members or until a successor is elected and qualified is as follows:

FRANCKY DALLIN METAYER 1130 NE 204 STREET MIAMI, FLORIDA 33179

### ARTICLE V

#### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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 on unanimous consent of the remaining members.

#### ARTICLE VI

#### CAPITAL CONTRIBUTIONS

Capital contributions in the following amounts shall be paid to the limited liability company by the following members in equal shares. Additional contributions will be made as

·required for investment purposes, as determined by unanimous consent of the members:

FRANCKY DALLIN METAYER
JULIEN NOEL

51% - CAPITAL CONTRIBUTION

49% - CAPITAL CONTRIBUTION

# ARTICLE VII

#### PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company.

Each member shall be entitled to an equal distributive share of the profits specified as follows:

FRANCKY DALLIN METAYER 51% - PROFITS
JULIEN NOEL 49% - PROFITS

(a) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, by the members in equal shares, as and when new members are added to the LLC.

## ARTICLE VIII

#### DURATION

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

## ARTICLE IX

# INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1130 NE 204 STREET, MIAMI, FLORIDA 33179 County of Miami-Dade, State of Florida, and the name of the company's initial registered agent at that address is FRANCKY DALLIN METAYER.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of II KINGS TRANSPORT, L.L.C..

Executed by the undersigned at Miami, on August 9, 2006.

MIAMI, FLORIDA 33179

MIAMI, FLORIDA 33179

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

SS

COUNTY OF MIAMI-DADE

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of II KINGS TRANSPORT, L.L.C. deposes and says:

- 1. The limited liability company identified above has at least two members.
- 2. The total amount of cash contributed by the members is \$40,000.
- 3. If any, the agreed value of property other than cash contributed by the members is \$40,000. A description of the property is attached as Exhibit A and made a part of this affidavit.
- 4. The total amount of cash or property anticipated be contributed by the members is \$40,000. This total includes the amounts from 2 and 3 above.

FRANCKY DALLIN METAYER /Authorized Member

The foregoing instrument was acknowledged before me this 9th day of August, 2006, by FRANCKY DALLIN METAYER on behalf of II KINGS TRANSPORT, a limited liability company. He is personally known to me or has produced his Driver's License as identification.

My Commission Expires:

NOTARY PURILE STATE OF PEORIDA

Shella Anderson

Commission # DD438256

Expires: JULY 09, 2009

Bonded Thru Alapho Fonding Co.

STATEMENT OF DESIGNATING REGISTERED AGENT AND OFFICE

State of FLORIDA

SS

County of MIAMI-DADE

Pursuant to the provisions of Section 608.415 (local company) or 608.507 (foreign limited company) and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is II KINGS TRANSPORT, L.L.C..

This statement is to acknowledge that, as indicated above II KINGS TRANSPORT, L.L.C., has appointed me, FRANCKY DALLIN METAYER, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated August 8, 2006

Rancky Dallin Metayer FRANCKY DALLIN METAYER Registered Agent

The foregoing instrument was acknowledged before me this 8th day of August, 2006, by FRANCKY DALLIN METAYER, as agent on behalf of II KINGS TRANSPORT, L.L.C., a limited liability company. He is personally known to me or has produced Driver's License as identification.

My Commission Expires:

Sheila Anderson
Commission #DD438256
Expires: JUIY 09, 2009
Bonded Thru Atlantic Bonding Co., inc.

SECRETARY OF STATE
SHOULD BE STATE OF STATE

# ·EXHIBIT A

CAPITAL CONTRIBUTIONS:

FRANCKY DALLIN METAYER 51% Capital contribution

JULIEN NOEL Capital contribution 498

being \$30,000 towards truck \$10,000 towards start-up operating expenses for licenses, other equipment, rentals, etc.

TOTAL \$40,000