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O'HAIRE, QUINN, CANDLER

0017006

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Plane Parts, LLC

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**ARTICLES OF ORGANIZATION****OF****R & R AEROPARTS, LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company.

**Article I****Name**

The name of the limited liability company is R & R AEROPARTS, LLC.

**Article II****Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

**Article III****Units of Equity Ownership**

**Section A. Authorized Units of Equity Ownership.** The maximum number of units of equity ownership units R & R AEROPARTS, LLC is authorized to have outstanding is 1,000 units, all of which shall be identical units.

**Section B. No Pre-emptive Rights of Members.** No holder of any units of the Company shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued units of the Company or of any additional units issued by reason of any increase of authorized units of the Company.

**Section C. Restrictions on Disposition of Units.** No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

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**Article IV**  
**Registered Agent And office**

The address of the initial Registered office of the Company is 602 Cross Creek Drive, Sebastian, Florida 32958, and the name of its initial Registered Agent at such address is Richard E. Himmel.

**Article V**  
**Principal office**

The mailing address and street address of the principal office of the Company is 602 Cross Creek Drive, Sebastian, Florida 32958.

**Article VI**  
**Agent For Service of Process**

Richard E. Himmel, 602 Cross Creek Drive, Sebastian, Florida 32958, is designated as the agent of the Company upon whom process in any action or proceeding against it may be served.

**Article VII**  
**Organizer**

The name and address of the organizer is:

Richard E. Himmel  
602 Cross Creek Drive  
Sebastian, Florida 32958

**Article VIII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article IX**  
**Management**

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Manager of the Company, who shall serve as such until its successor is elected and shall qualify, is:

OfficeName and Address

Member-Manager

Richard E. Himmel  
602 Cross Creek Drive  
Sebastian, Florida 32958

Article XIndemnification

The Company shall indemnify any Member or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member or Member-Manager is or was a Member, officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member or Member-Manager in the event of (i) a breach of such Member or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member or Member-Manager shall be adjudged liable to the Company.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XICopies

Copies of the Operating Agreement of R & R AEROPARTS, L.L.C. may be obtained from Richard E. Himmel via a written request mailed to 602 Cross Creek Drive, Sebastian, Florida 32958.

Article XIIReal Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Member-Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager.

**Article XIII**  
**Amendment of Articles of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

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

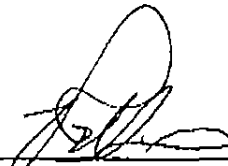
Signature of Member or authorized representative of Member.

Dated November 5<sup>th</sup>, 2007.



Richard E. Himmel  
Organizer

Having been appointed the registered agent of R & R AEROPARTS, I.I.C., I hereby accept the duties and responsibilities of this position.



Richard E. Himmel  
Registered Agent

STATE OF FLORIDA

)

) ss.

COUNTY OF INDIAN RIVER

)

The foregoing instrument was acknowledged before me this November 5<sup>th</sup>, 2007 by Richard E. Himmel, who is personally known to me or who has produced Florida Driver's Lic. as identification.



Notary Public in and for  
said State  
Serial number: \_\_\_\_\_