

L08000056895

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

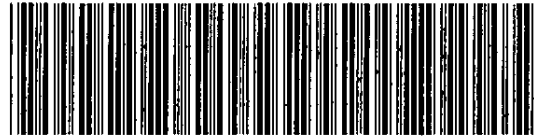
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200130977102

06/09/08--01019--009 **125.00

FILED

08 JUN -9 AM 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON

JUN 10 2008

EXAMINER

J. ROBERT DUGGAN, P.A.

Attorney and Counselor at Law

J. ROBERT DUGGAN

207 West North Boulevard
LEESBURG, FLORIDA 34748
TELEPHONE: (352) 314-9255
FAX: (352) 314-0466

June 4, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: **MotorPro USA, LLC**

Dear Sir or Madam:

Please find enclosed the following documents pertaining to the above referenced:

1. Articles of Organization
2. Check in the amount of \$125.00 to cover the filing fee

Thank you for your attention to this matter.

Very truly yours,



J. Robert Duggan
Attorney at Law

JRD/kl

Enclosures

ARTICLES OF ORGANIZATION
OF
MotorPro USA, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization

ARTICLE I
NAME

The name of this Limited Liability Company shall be MotorPro USA, LLC.

ARTICLE II
DURATION

This Limited Liability Company shall have perpetual duration unless earlier terminated by the members.

ARTICLE III
PURPOSE

This Limited Liability Company is being formed for the purpose of owning and operating a business organized for the purpose of instruction in operating motorcycles and engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 1013 Cypress Street, Leesburg, Florida 34748; provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name of the original registered agent of this Limited Liability Company is SCOTT G. GRAY, whose address is 1013 Cypress Street, Leesburg, Florida 34748.

ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of not

FILED

08 JUN -9 AM 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

less than One Thousand and no/100 Dollars (\$1,000.00) contributed by its members in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, but not including any compensation paid to would-be transferor for services rendered to this Limited Liability Company.

ARTICLE VII
MEMBERS AND MANAGEMENT OF BUSINESS

The names, addresses and percentage interest of the members of this Limited Liability Company are:

SCOTT G. GRAY 1013 Cypress Street Leesburg, Florida 34748	50%
DANIEL G. FOUGHT 9300 C.R. 128(C) Wildwood, Florida 34785	50%

FILED
08 JUN -9 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members are authorized to employ personnel to conduct the day-to-day business of this Limited Liability Company. All instruments of conveyance, mortgage or establishment of promissory note

debt shall be executed by both member/managers unless both waive that right by resolution in recordable form and appoint any person or persons to do so in their place and stead.

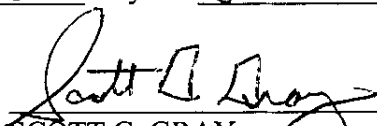
ARTICLE VIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY
OR EXPULSION


Upon the retirement, resignation, expulsion, bankruptcy or dissolution of a member, this Limited Liability Company shall be dissolved, if the remaining members so elect in writing. The members, other than a deceased, retired, resigned or expelled member, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, if the remaining members make appropriate distribution to the former member, his heirs, beneficiaries or successors of ownership of assets.

ARTICLE IX
AMENDMENTS

These Articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being of the initial members have executed these Articles of Organization on this 3rd day of June, 2008.



SCOTT G. GRAY


DANIEL G. FOUGHT

FILED
08 JUN -9 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with §48.091, Florida Statutes, the following is submitted:

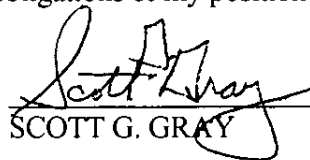
That MotorPro USA, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1013 Cypress Street, Leesburg, Florida 34748, State of Florida, has named SCOTT G. GRAY located at 1013 Cypress Street, Leesburg, Florida, as its registered agent to accept service of process within Florida.


SCOTT G. GRAY

TITLE: Registered Agent

DATE: June 3, 2008

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.


SCOTT G. GRAY

DATE: June 3, 2008

FILED
08 JUN -9 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA