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(Requestor's Name)

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☒ WAIT

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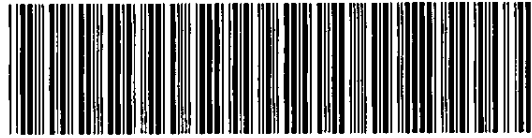
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

JUL 10 2009

EXAMINER

Robert A. White
Requester's Name
4517 Andrew Jackson Way
Address
Tallahassee FL 32303
City/State/Zip Phone #

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Titan International Gold Group LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

TITAN INTERNATIONAL GOLD GROUP, L.L.C.

{a Florida for profit limited liability company}

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ARTICLE I. NAME AND ADDRESS

The name of this limited liability company (which is hereinafter called "The Limited Liability Company") and the mailing and street address of its initial office shall be:

TITAN INTERNATIONAL GOLD Group, L.L.C.
4517 Andrew Jackson Way
Tallahassee, Fl 32303

ARTICLE II. PURPOSE

Section 1. In addition to the powers authorized by the laws of the State of Florida, the purposes for which The Limited Liability Company is formed are:

- (a) To engage in the business of exploring and mining resources globally;
- (b) To have one or more offices in the State of Florida or in any other state, territory or country; to carry on any and all of the operations and businesses of said limited liability company without restriction or limit; to incur indebtedness;
- (c) To act as an agent, nominee, attorney-in-fact, general partner for, and/or perform any service for, any person(s), partnership(s), corporation(s), firm(s), syndicate(s), association(s) or other entity(ies) or person(s) in any capacity to extend the interest of The Limited Liability Company;
- (d) To transact any other lawful business under the **Florida Limited Liability Company Act, Chapter 608, Florida Statutes**, including providing for and to its members the privileges, rights, and immunities of limited liability companies for profit;
- (e) To have the powers necessary to carry out its business and affairs as set forth in **Chapter 608, including but not limited to Section 608.404, Florida Statutes**, as amended; and/or

- (f) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, as the foregoing activities are merely examples and not limitations; and nothing herein shall be deemed as prohibiting The Limited Liability Company from extending its activities to any related or otherwise lawful business, **provided that the privileges, rights and immunities of limited liability companies for profit applies.**

Section 2. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting The Limited Liability Company to carry on any business, exercise any power or do any act which a limited liability company may not lawfully carry on, exercise or do under Florida Laws. These Articles should be construed so as to provide its members with all the limitations on liabilities, as more fully set forth in Chapter 608, including but not limited to Sections 608.4227, 608.4228 and 608.462, Florida Statutes.

ARTICLE III. DURATION

The Limited Liability Company shall not have perpetual existence, but rather shall exist until December 31, 2099, or until dissolved in an earlier manner provided by law or as provided in the regulations/operating agreement adopted by the members from time to time.

ARTICLE IV. CAPITAL CONTRIBUTIONS

The initial capital contributions in the amount of **\$1,000.00** *in cash* shall be paid to The Limited Liability Company by the initial member.

ARTICLE V. MANAGER-MANAGED LLC

Section 1. Management of this limited liability company is to be conducted by a manager(s); and therefore, The Limited Liability Company is a manager-managed company. No other person shall have any right or authority to act for or bind The Limited Liability Company, except as required by law. The Manager may (*but need not*) be a Member. **ROBERT A. "Bob" WHITE** shall serve as the initial Manager.

Section 2. The Manager shall have full, exclusive, and complete discretion, power and authority to manage, control, administer, and operate the business and affairs of the Company, except as otherwise set forth in the Operating Agreement.

Section 3. Pursuant to Section 608.4235 of the Florida Limited Company Act, no member shall be an agent of The Limited Liability Company solely by virtue of being a member.

ARTICLE VI. PLACE OF BUSINESS; REGISTERED AGENT

Section 1. The principal place of business for The Limited Liability Company shall be located at 4517 Andrew Jackson Way Tallahassee, Fl 32303, but The Limited Liability Company may establish and maintain its principal office at such other place within the State of Florida as may be determined by the members consistent with the Florida Limited Liability Company Act as the same is then in effect.

Section 2. The initial registered agent and office shall be:

James R. Brewster
547 N. Monroe Street
Suite 203
Tallahassee, Florida 32301

ARTICLE VII. OPERATING AGREEMENT

Any Operating Agreement (as defined in Section 608.402(4), Florida Statutes) relating to The Limited Liability Company shall be in writing and signed by all members. The manner of adding new members shall be set forth in the Operating Agreement. The power to adopt, alter, amend or repeal the Operating Agreement shall be set forth in the Operating Agreement itself.

ARTICLE VIII.
AFFILIATED TRANSACTIONS/INDEMNIFICATION

Section 1. No contract or other transaction between The Limited Liability Company and any other person or member in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the members of The Limited Liability Company is or are interested in such, and any member or members, individual or jointly, may be a party or parties, to, or may be interested in any such contract or transaction of The Limited Liability Company or in which The Limited Liability Company is interested, and no contract, act or transaction of The Limited Liability Company with any person or persons, firm or other entity in the absence of fraud, shall be affected or invalidated by the fact that any member or members of The Limited Liability Company is a party or are parties to or interested in such contract, act or transaction, or is in any way connected with such person or persons, firm or other entity, and each and every person who may become a member of The Limited Liability Company is hereby relieved from any liability that might

otherwise exist from thus contracting with The Limited Liability Company for the benefit of himself or any firm, association or other entity in which he may be interested. Any member of The Limited Liability Company may vote upon any contract or other transaction between The Limited Liability Company and any subsidiary or controlled company without regard to the fact that he is an interested party of such subsidiary or controlled company.

Section 2. The Limited Liability Company shall indemnify, including advancement of expenses, any and all of its members and former members, and any person who may have served at its request as a manager, owner, partner, agent, director or officer of another company or business in which it owns a capital interest, or of which it is a creditor, against the expenses actually and necessarily incurred by him/it/them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties by reason of being or having served in the aforesaid capacity(ies), except in relation to matters as to which any such person shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of his/its duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the regulations/Operating Agreement, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be otherwise entitled under the law (including without limitation Section 608.4229, Florida Statutes, as amended) or separate instrument.

ARTICLE IX.
AMENDMENT

These Articles may be amended from time to time, as modified fully set forth in the Operation Agreement.

ARTICLE X.
SINGLE MEMBER L.L.C.

Notwithstanding anything herein to the contrary, in the event that this Limited Liability Company is ever owned by only one member, then in such situation the single member may transfer all or any portion of his or her interest or rights to one or more successors. In the event of any such transfer, the successor shall thereupon become a member and The Limited Liability Company shall be continued.

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The undersigned, UNDER PENALTIES OF PERJURY, certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida. We further certify that these Articles shall serve as the Charter and authority for the conduct of business of The Limited Liability Company.

In witness whereof the undersigned being the original member(s) of The Limited Liability Company execute these Articles of Organization, this 9th day of July, 2009 and accordingly hereby certify that this instrument constitutes the proposed Articles of Organization of TITAN INTERNATIONAL GOLD GROUP, L.L.C.

WITNESS:

Carolyn P. Blackburn
Signature of Witness #1

Carolyn P. Blackburn
Printed Name of Witness #1

Joanne I. Weems
Signature of Witness #2

Joanne I. Weems
Printed Name of Witness #2

SIGNATURE OF MEMBER

Robert A. White
ROBERT A. "Bob" WHITE

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company, I hereby agree to act in this capacity at the place designated in these Articles, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and my obligations under Section 608.407 Florida Statutes.

James R. Brewster
547 N. Monroe Street
Suite 203
Tallahassee, Florida 32301

Date: July 9, 2009

whit09ti.LLC