

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : DAVID L. MACKAY ATTORNEY, PA
Account Number : I20060000116
Phone : (352) 237-3800
Fax Number : (352) 237-~~3916~~ 3916

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA/FOREIGN LIMITED LIABILITY CO. KS Automotive Holdings, LLC

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$125.00

G. MCLEOD

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EXAMINER

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ARTICLES OF ORGANIZATION
for
KS Automotive Holdings, LLC, a
Florida Limited Liability Company

ARTICLE I – NAME

The name of the Limited Liability Company is KS Automotive Holdings, LLC.

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 1326 Beasley Terrace, Bridgeport on Lake Sumter, The Villages, Florida 32162.

ARTICLE III – DURATION

The period of duration for the Limited Liability Company shall be:

The duration for the Limited Liability Company shall be perpetual, subject to earlier dissolution upon the occurrence of any of the following events:

- (a) By the unanimous written agreement of all Members; or
- (b) Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member; or,
- (c) As otherwise provided by law.

ARTICLE IV – Management

The Limited Liability Company is to be managed by a Manager, to be appointed in accordance with provisions of the Operating Agreement.

ARTICLE V – TRANSFERABILITY

5.1 Transferee Not Member in Absence of Consent.

If a Majority of the Members (not including the transferring Member) do not approve of the Transferring Member's proposed transfer of his Membership Interest, whether by sale, gift or otherwise, to a transferee which is not a Member immediately prior to the transfer, then the proposed transferee shall have no right to participate in the management of the business and

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affairs of the Company or to become a Member. Such transferee shall be merely an Economic Interest Owner.

ARTICLE VI – Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

From the date of the formation of this Limited Liability Company, any person or entity acceptable to Members holding the majority of the equity interest of this Limited Liability Company may become a Member in this Company, either by the issuance by the Company of Membership Interests for such consideration as the Members, by such majority vote, shall determine, or as a transferee of a Member's membership interest or any portion thereof, subject to the terms and conditions of Article V of these Articles of Organization.

ARTICLE VII – Members Rights to Continue Business

The right, if given, of the remaining Members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company shall be:

Upon unanimous vote, the remaining Members may elect to continue the business of the Limited Liability Company.

**CERTIFICATE DESIGNATING REGISTERED
OFFICE AND REGISTERED AGENT**

The Company's initial registered office and initial registered agent at such office is:

DAVID L. MacKAY
2801 Southwest College Road, Suite 9
Ocala, Florida 34474

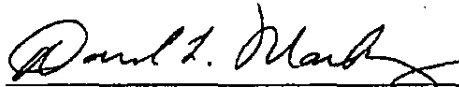
The registered office and registered agent may be changed from time to time by filing the address of the new registered office and/or the name of the new registered agent with the Florida Secretary of State pursuant to the Florida Limited Liability Company Act.

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ACCEPTANCE

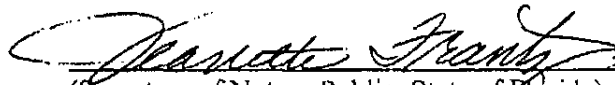
I HEREBY ACCEPT the appointment as Registered Agent of and agree to act in that capacity as contemplated by § 607.164, Florida Statutes.



DAVID L. MacKAY, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Acceptance of Registered Agent was acknowledged before me this 17th day of February, 2010, by **DAVID L. MacKAY**.



(Signature of Notary Public, State of Florida)

(Print, Type or Stamp Commissioned

Name of Notary Public)

CHECK ONE



Personally Known

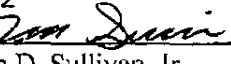


Produced Identification

Type of Identification Produced: _____

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization, this 17th day of February, 2010.

SUBSCRIBERS:


David Kearney
Stephen C. Yager
John D. Sullivan, Jr.

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