

12/12/2013 1:25 FAX

GUNSTER, YOAKLEY & STEWART, P.A.

001/004

Division of Corporations

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L10000041569

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
NCT AUTO HOLDING, LLC**

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
NCT AUTO HOLDING, LLC
(A Florida Limited Liability Company)

The limited liability company's name is "NCT Auto Holding, LLC" ("Company"). The date of filing the original Articles of Organization with the Florida Department of State is April 19, 2010. In accordance Florida Limited Liability Company Act, Chapter 608.411 of the Florida Statutes, the undersigned hereby adopts the following Amended and Restated Articles of Organization for the Company: *L10000041569*

ARTICLE I – Name:

The name of the Company is NCT Auto Holding, LLC.

ARTICLE II – Duration:

This Company shall exist on the date of filing of its Articles of Organization with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

ARTICLE III – Address:

The street address and mailing address of the principal office of the Company is as follows:

11621 Kew Gardens Avenue, Suite 109
Palm Beach Gardens, Florida 33410

ARTICLE IV – Nature of Business:

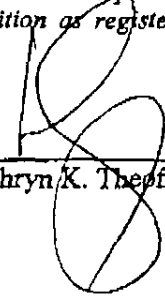
This Company is organized for the purpose of transacting any or all lawful business.

ARTICLE V – Registered Agent, Registered Office and Registered Agent's Signature:

Kathryn K. Theofilos
11621 Kew Gardens Avenue, Suite 109
Palm Beach Gardens, Florida, 33410

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Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, 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, Florida Statutes.



Kathryn K. Theofilos**ARTICLE VI – Management:**

The Company shall be a manager managed company in accordance with the Operating Agreement of the Company.

ARTICLE VII – Membership Certificates:

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate.

ARTICLE VIII – Indemnification:

Pursuant to Section 608.4229 of the Act and the Operating Agreement of the Company, this Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, director, employee or agent of this Company and such breach constitutes:

- (1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manager, member, director, officer,

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employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE IX - Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Member is subject to this reservation.

These Amended and Restated Articles of Organization are being executed and filed in accordance with Section 608.411(5), Florida Statutes, and the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STEERING MANAGEMENT, LLC, Manager

Dated: December 2, 2013

By: 
KATHRYN K. THEOFILOS, Manager

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FBI/DOJ