

Florida Department of State
Division of Corporations
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L. SELLERS

To:

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

From:

Account Name : PHOENIX FILE & PAGIDIPATI PLLC
Account Number : 120100000059
Phone : (239) 461-0101
Fax Number : (239) 461-0083

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CPTP@PhoenixFile.com

FLORIDA LIMITED LIABILITY CO.
Help Me Buy My Auto LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX

To:
Fax Number: 8506176383

From: Reception
Fax Number:
Phone:

Company: Phoenix File and Pagidipati PLLC - Fort Myers

Date: December 21, 2012 Total Pages: 9
Subject: FW: FAX to 850-617-6383 - Florida Department of State

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Memo:

Please see attachment.

Thank you,

Helene Phillips

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—Original Message—

From: Debbie Miller
Sent: Friday, December 21, 2012 10:07 AM
To: Reception
Subject: FAX to 850-617-6383 - Florida Department of State

Please fax the attached to 850-617-6383

Thanks.

Deborah A Miller Legal Assistant

2407 Periwinkle Way, Suite 6 12800 University Drive, Suite 240
Sanibel, Florida 33957 Fort Myers, Florida 33907
O 239.472.1144 F 239.461.0083 O 239.461.0101 F 239.461.0083
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dm@phoenixfile.com PhoenixFile.com

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**ARTICLES OF ORGANIZATION
For a Domestic Limited Liability Company**

Pursuant to the laws of the State of Florida, to wit Chapter 608, Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a limited liability company ("the Company"):

ARTICLE I

The name of the limited liability company is:

Help Me Buy My Auto LLC

ARTICLE II

The principal office shall be located at
**15050 Elderberry Lane, Suite 4-2
Fort Myers, Florida 33907**

The mailing address is
**15050 Elderberry Lane, Suite 4-2
Fort Myers, Florida 33907**

ARTICLE III

The initial registered agent is:
PFP Corporate Services LLC

Service of process may be made on the registered agent at
**2407 Periwinkle Way, Unit 6, In the City of Sanibel, County of Lee, State of Florida,
with the postal zip code being 33957.**

ARTICLE IV

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts when acting within those jurisdictions.

ARTICLE V

The Company shall act under the direction of the Company's members (each a "Member"), always pursuant to these Articles and the Operating Agreement.

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ARTICLE VI

The Company may adopt an operating agreement that conforms to these Articles by unanimous consent of the Members at the time of adoption ("Operating Agreement"). This Article controls all contradictory provisions of the other Articles, if any. The Operating Agreement may not contravene any of these Articles. Each Operating Agreement section, subsection or paragraph that cannot reasonably be construed to conform to these Articles is stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement does not contravene these Articles. The Operating Agreement may address matters these Articles do not specifically preclude, and the Operating Agreement may be amended according to the Operating Agreement's terms.

No reference in these Articles to the Members' rights to incorporate or provide for certain rights, duties, preferences, limitations, conditions or other clauses (by phrases such as "as otherwise provided in the Operating Agreement", "as expressed in the Operating Agreement" or "in accordance with the Operating Agreement") in the Operating Agreement allows any of those clauses to otherwise contravene any of these Articles.

ARTICLE VII

The membership interests may be further limited in that all membership interests, including every right in or to the membership interests, may be subject to the Company's or the Members' rights of first refusal if expressed in the Operating Agreement.

Pursuant to any offering the Company makes, each Member shall have preemptive rights to purchase membership interests in cash pro rata based on the Member's membership interest in proportion to the collective membership interests of all the Members prior to the offering, except when admitting new members by unanimous vote.

Members may not separately alienate rights contained within membership interests, except as expressed in the Operating Agreement.

The membership interests shall have no other limitations other than those specifically mandated by the *Florida Limited Liability Company Act* or as expressed in these Articles or the Operating Agreement.

ARTICLE VIII

The Company will distribute to the Members, prior to the 15th calendar day of the calendar month following the close of each calendar quarter, or as soon thereafter as possible ("Tax Distribution Date") the amount that the Company will distribute to the Members pro rata based on each Member's membership interest in proportion to the collective membership interests of all the Members on each Tax Distribution Date. The amount the Company will distribute to all the Members on each Tax Distribution Date must be 50% of the lesser of (i) the Net Cash Flow (as defined infra), if any; or (ii) the "Ordinary business income (loss)," as defined by and calculated in accordance with the Internal Revenue Code of 1986, as amended, ("IRC") or Department of the Treasury Internal Revenue Service Form 1065, U.S. Return of Partnership Income multiplied by the

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highest income tax rate set forth in IRC 1 (but in no event less than \$0.00). The Members may forego or reduce the distribution for any particular Tax Distribution Date upon a unanimous vote taken within 30 calendar days of that particular Tax Distribution Date, but this Article's distribution requirements will never be waived, estopped or otherwise altered by any preceding election to forego or reduce a distribution.

"Net Cash Flow" means the lesser of (i) the net change in the Company's cash balances during a calendar quarter calculated in accordance with generally accepted accounting principles; or (ii) the Company's cash balances at the end of a calendar quarter, less reasonable reserves for working capital and projected cash requirement, including projected expenses and contingent liabilities, but not including capital investments and reinvestments that are not necessary to the Company as a going concern, all calculated in accordance with generally accepted accounting principles as limited by the IRC.

Members may, by a majority vote, compel the Company to make distributions of specified amounts and property, and at specified times.

No withdrawing Member is entitled to receive any distribution or the value of the Member's membership interest as a result of withdrawal from the Company prior to the Company's liquidation, except as expressed in the Operating Agreement.

No Member is entitled to the return of, or interest on, that Member's capital contributions, except as expressed in the Operating Agreement.

ARTICLE IX

The Company shall exist in perpetuity unless dissolved pursuant to the Florida Limited Liability Company Act or as expressed in the Operating Agreement.

ARTICLE X

All documents evidencing membership interests shall clearly bear legends indicating that the membership interests are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws, and with other rights, limitations, preferences and elections as expressed in these Articles.

ARTICLE XI

Additional Members may be admitted to the Company upon the written consent of the Members representing a majority of the Company's membership interests.

ARTICLE XII

The Articles may only be amended, superseded or repealed upon the majority vote, or unanimous, written, affirmative consent, of all of the Members.

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ACKNOWLEDGMENT

I, an authorized representative of the Company, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Company by any person or entity prior to the Company's formation, if any, execute these Articles this 19 day of December 2012.


Craig Staats

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF
Help Me Buy My Auto LLC

The undersigned hereby accepts the appointment as registered agent as designated in the attached Articles. The undersigned is familiar with and accepts the obligations mandated by Chapter 608, Florida Statutes that are associated with the appointment.

PFP Corporate Services LLC, a limited liability company
formed under the laws of the State of Florida

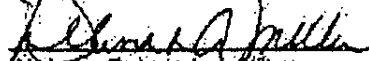
By: 
Charles PT Phoenix, its Manager

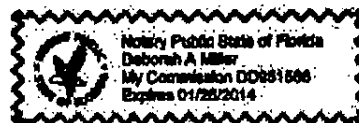
State of Florida)

County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Manager of PFP Corporate Services LLC, on behalf of PFP Corporate Services LLC, and he is known to me to be the person who executed this Acceptance of Appointment as Registered Agent.

Witness my hand and official seal this 20 day of December 2012.


Notary: Deborah A. Miller



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Help Me Buy My Auto LLC
Membership Listing

The initial Managing Members of the Company is:

Craig Staas
Mary Blair Staas