

Division of Corporations

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Page For

Florida Department of State  
Division of Corporations  
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FLORIDA LIMITED LIABILITY CO.  
ATG Express, LLC

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November 22, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

PHOENIX FILE

SUBJECT: ATG EXPRESS, LLC  
REF: W13000064621

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

The Managers names are not legible.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Neyssa Culligan  
Regulatory Specialist II

FAX Aud. #: H13000258077  
Letter Number: 813A00026996

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P.O. BOX 6327 - Tallahassee, Florida 32314

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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 605, Florida Statutes, the undersigned executes the following articles for purposes of forming the limited liability company described in Article I, below, (the "**Company**").

**ARTICLE I**

The name of the limited liability company is:

**ATG Express, LLC**

**ARTICLE II**

The principal office will be located at:  
4021 Ice Castle Way  
Unit 5  
Naples, Florida 34112

The mailing address is:  
11249 74<sup>th</sup> Street  
Burr Ridge, Illinois 60527

**ARTICLE III**

The initial registered agent is:  
PFP Corporate Services LLC

Service of process may be made on the registered agent at:  
Islander Center  
2407 Periwinkle Way  
Unit 6  
Sanibel, Florida 33957

**ARTICLE IV**

The **Company** may engage in any activity permitted by the Revised 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**

This article controls all contradictory provisions of the other articles, if any. 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**"). 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 members may amend the **Operating Agreement** according to the **Operating Agreement**'s terms.

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No reference in these articles to the members' rights to incorporate or provide for certain rights, duties, preferences, limitations, conditions or other clauses in the **Operating Agreement** (by phrases like "as otherwise provided in the **Operating Agreement**", "as expressed in the **Operating Agreement**", or "in accordance with the **Operating Agreement**") allows any of those clauses to otherwise contravene any of these articles or the Revised Florida Limited Liability Company Act ("Governing Documents" refers to the Revised Florida Limited Liability Act, these articles and the **Operating Agreement**, collectively).

#### ARTICLE VI

Upon the majority vote, or written, affirmative consent, of all of the Company's members, the members will appoint at least 1, but no more than 2, corporeal persons to direct the Company's activities in accordance with the **Governing Documents** (each a "**Manager**"). The Company's members may be (or may become) **Managers** (and vice versa). No **Manager** has any rights other than those expressly stated in (or allowed by) the **Governing Documents**, unless a particular **Manager** is also a member or also holds another office related to the Company, but those rights or preferences only relate to the **Manager** strictly in those capacities.

#### ARTICLE VII

The Company's membership interests may be 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 **Governing Documents**.

Pursuant to any offering the Company makes, each member will 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 Revised 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 15<sup>th</sup> 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 the lesser of:

- the "Ordinary business income (loss)," as defined by and calculated in accordance with the IRC (Internal Revenue Code of 1986, as amended, ("IRC")) on Department of the Treasury, Internal Revenue Service Form 1065, U.S. Return of Partnership Income multiplied by the highest income tax rate set forth in IRC 1 (but in no event less than \$0.00); or

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- 50% of the lesser of:
  - o the net change in the Company's cash balances during a calendar quarter calculated in accordance with generally accepted accounting principles; or
  - o the Company's cash balance at the end of a calendar quarter, less reasonable reserves for working capital and projected cash requirements, 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.

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, stopped or otherwise altered by any preceding election to forego or reduce a distribution.

The members may, by a unanimous vote, compel the Company to make distributions of specified amounts and property, and at specified times.

No member may receive capital contributions, distributions, or any other thing of value in the Company's care, custody or control for any reason, whether or not originally belonging to, or in the possession of, that member, except as expressed in these articles or the Operating Agreement.

#### ARTICLE IX

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

#### ARTICLE X

The Company will clearly stamp all documents evidencing the Company's membership interests with legends indicating that the membership interests are issued subject to certain restrictions on transferability as stated in these articles or the Operating Agreement, in reliance upon the existence of certain exemptions from federal and state securities laws, and with other rights, limitations, preferences and elections as expressed in these articles or the Operating Agreement.

#### ARTICLE XI

The Company's members may admit additional members to the Company upon the written consent of the members representing all of the Company's membership interests.

#### ARTICLE XII

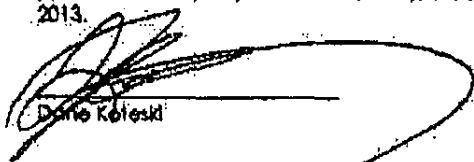
The articles may only be amended, superseded or repealed upon the unanimous vote, or written, affirmative consent, of all of the members, except that members may amend, supersede or repeal Article II or Article III upon the majority vote, or written, affirmative consent, of all of the members. The Company's Managers may not amend, supersede or repeal any of these articles.

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**ACKNOWLEDGMENT**

I, the Company's authorized representative, and without personally assuming or ratifying any prior contracts or promises made on the Company's behalf by any person or entity prior to the Company's formation, if any, execute these articles this 19 day of November 2013.

  
Danis Koleski

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**ACCEPTANCE OF APPOINTMENT, AS REGISTERED AGENT OF  
ATG Express, 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 605, 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: Deborah A. Miller  
Deborah A. Miller, its Manager  
20 November 2013

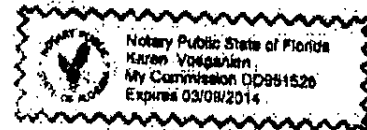
State of Florida )

County of Lee )

I hereby certify that before me, the undersigned, authority, duly authorized to take acknowledgments and administer oaths, personally appeared Deborah A. Miller, Manager of PFP Corporate Services LLC, on behalf of PFP Corporate Services LLC, and she 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 November 2013.

Karen Vez  
Notary: Karen Vezgarian



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**ATG Express, LLC**

The Initial **Managers** of the limited liability company named above are:

DANE KOTESKI

ANNA LANDOLAC

In accordance with the Revised Florida Limited Liability Company Act, the limited liability company's articles of organization, and the limited liability company's operating agreement, these Initial **Managers** may be removed from office and other persons may be appointed as **Managers**.

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