

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 : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941) 366-4800
Fax Number : (941) 552-7141

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

Email Address: _____

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
PRECISION DRIVING, LLC**

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STATEMENT OF AUTHORITY

Pursuant to section 605.0302(1), Florida Statutes, this limited liability company submits the following statement of authority:

FIRST: The name of the limited liability company is:

Precision Driving, LLC

SECOND: The Florida Document Number of the limited liability company is:

L15000001223

THIRD: The street address of the limited liability company's principal office is:

c/o E. John Wagner

200 South Orange Avenue

Sarasota, Florida 34236

The mailing address of the limited liability company's principal office is:

c/o E. John Wagner

200 South Orange Avenue

Sarasota, Florida 34236

FOURTH: This statement of authority grants or sets limitations of authority on all persons having the status or position of a person in a company, whether as a member, transferee, manager, officer or otherwise or to a specific person on the following:

LIMITATION UPON RIGHTS AND POWERS OF MANAGERS

(a) **Unlawful Acts.** The Managers shall not have the authority to take any action expressly prohibited by a non-waivable term in the Act without the approval of the Members, including, to the extent applicable under a non-waivable term in the Act, a merger, share exchange, or conversion. The Managers may, within their authority, act or approve an act by any Manager, officer, or other Person by a unanimous written consent or at a meeting organized and conducted using procedures consistent with the procedures applicable to Member meetings.

(b) **Major Decisions.** Notwithstanding anything appearing to the contrary in this Agreement, no act shall be taken, sum expended, decision made, or obligation incurred by any Manager on behalf of the Company with respect to a matter within the scope of the major decisions enumerated below (the "Major Decisions") without the

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prior unanimous Approval of the Class A Voting Members in writing. The Major Decisions shall be the following:

- (i) Any act in contravention to this Agreement;
- (ii) Any act that would cause the Company to become taxable as an association for federal income tax purposes;
- (iii) Any act that would subject any Member to personal liability for acts of the Company or a Manager (provided that this clause shall not apply to an act solely because the act causes a Member to incur an income tax or other tax obligation); or
- (iv) Possess or assign rights in Company Property for other than a Company purpose.
- (v) Sale, transfer, or lease in a master lease of all or substantially all of the Company Property in one transaction or a series of related transactions or the sale of any Company Property outside the ordinary course of business (including, without limitation, the sale of an automobile).
- (vi) Cause the Company to obtain any loan or series of related loans in excess of \$100,000.
- (vii) Cause the Company to guarantee any loan or require any Member to guarantee a loan.
- (viii) Incur any expenditures in any single fiscal year in excess of \$5,000, unless such expenditures are authorized by a budget approved by the Members in accordance with this Section.
- (ix) Invest any funds of the Company in any intangible assets other than cash or cash equivalents.
- (x) Approve a loan from a Member to the Company or any other transaction with a Member.
- (xi) Transfer, hypothecate, compromise, or release any Company claim except on payment in full.
- (xii) Any act outside the Company's ordinary course of business (including, without limitation, any acts which are not expressly prohibited by the foregoing).


Signature of authorized representative

E. John Wagner

Typed or printed name of
signature