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A T T O R N E Y S A T L A W

ORLANDO • OCALA

STEPHEN C. L. CHONG

E-MAIL ADDRESS

schong@mateerharbert.com

DIRECT LINE

(407) 425-9044

May 5, 2016

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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16 MAY -6 AM 10:26

Re: Articles of Organization of Training Wheels International, LLC

Dear Sir/Madam:

Enclosed you will find original Articles of Organization of Training Wheels, LLC as well as our firm check in the amount of \$155.00 for filing. This check represents the filing fee, registered agent fee and fee for certified copy. Please return the certified copy in the self-addressed stamped envelope.

If you should require further information, please contact Mr. Chong at the above-referenced phone number or email address.

Sincerely,

A handwritten signature in cursive script that reads "Kristine A. Cross".

Kristine A. Cross
Legal Assistant to Stephen C.L. Chong

Enclosures

KAC

4812-9215-6465, v. 1

**ARTICLES OF ORGANIZATION
OF
TRAINING WHEELS INTERNATIONAL, LLC**

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The undersigned certifies that I desire to create a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of the business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be TRAINING WHEELS INTERNATIONAL, LLC, and its principal address and mailing address shall be 1504 LILLY OAK CIRCLE, GOTHA, FL 34734, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities or any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent,

nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the Manager of this limited liability company. This Article may be amended from time to time in the Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its Manager, whose name and address is as follows:

DENNIS FRARE
1504 LILLY OAK CIRCLE
GOTHA, FL 34734

ARTICLE IV

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit a new member by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE V

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$5,000.00 in cash or property shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Dennis Frare	100%
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The distributive share of the profits shall be determined and paid to the member each year on the anniversary date of the commencement of business of the limited liability company, the month and day of commencement being the date of filing of these Articles.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business and be allocated as follows:

Dennis Frare	100%
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ARTICLE VIII

DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

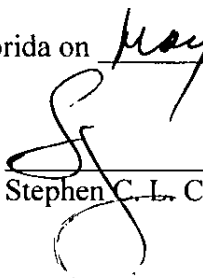
The address of the initial registered office of the limited liability company is 225 E. Robinson Street, Suite 600, Orlando, County of Orange, State of Florida 32801, and the name of the company's initial registered agent at that address is Stephen C. L. Chong.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of TRAINING WHEELS INTERNATIONAL, LLC.


Dennis Frare, Manager

I, Stephen C. L. Chong, hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

Executed by the undersigned at Orlando, Florida on May 3, 2016.


Stephen C. L. Chong

4845-5260-9839, v. 1

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