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Florida Department of State

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**FLORIDA LIMITED LIABILITY CO.  
BHI THREE, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
BHI THREE, LLC**

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of becoming 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 and hereby adopt the following Articles of Organization for such limited liability company:

**ARTICLE I**

**Name and Principal Office**

The name of this limited liability company is **BHI THREE, LLC** and its principal office is located at **8850 Airport Blvd., Leesburg, FL 34788-4002** and mailing address is **8850 Airport Blvd., Leesburg, FL 34788-4002**.

**ARTICLE II**

**Duration**

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

**ARTICLE III**

**Purpose**

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**Continuation of Business**

If the members do not elect to dissolve this company within ninety (90) days after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this company, then this company shall not be dissolved by reason of such event, its affairs shall not be wound up, and it shall remain in existence as a limited liability company under the laws of the State of Florida.

**ARTICLE V**

**Membership**

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

**ARTICLE VI**

**Dissolution**

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The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

#### ARTICLE VII

##### Management

This organization is to be managed by a manager or managers elected by a majority interest of its members. The initial manager(s), who shall serve until the earlier of their deaths, resignations, replacements or until the first annual meeting of members and their successors are elected and qualified, shall be: **BART J BRAINERD and BARBARA BRAINERD.**

#### ARTICLE VIII

##### Amendment of Articles of Organization and Operating Agreement

These Articles of Organization and the Company's Operating Agreement may be amended at any time by the members.

#### ARTICLE IX

##### Initial Registered Office and Agent

The street address of this limited liability company's initial registered office is **8850 Airport Blvd., Leesburg, FL 34788-4002** and the name of this limited liability company's initial registered agent is **BARBARA BRAINERD.**

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization of this Limited Liability Company this 31 day of May, 2019.

  
**BRAINERD HELICOPTERS, INC.**  
By: Bart J Brainerd, President

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

**BARBARA BRAINERD**, having been named as registered agent to accept service of process for **BHI THREE, LLC**, a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered Office: **8850 Airport Blvd.**  
**Leesburg, FL 34788-4002**

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 31 day of May, 2019.

  
**BARBARA BRAINERD**