

**L9500000586**

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: COONEY, WARD, LESHER & DAMON, P.A.  
1555 PALM BEACH LAKES BLVD  
SUITE 1000  
WEST PALM BEACH FL 33401-0000  
CONTACT: STEVEN E KELLY  
PHONE: (407) 689-8111  
FAX: (407) 689-9303

NAME: CHEROKEE AIR SERVICES, L.C.  
FAX AUDIT NUMBER: H95000008371  
DATE REQUESTED: 07/28/1995  
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DIVISION OF CORPORATIONS

July 31, 1995

COONEY WARD LESHER & DAMON, P.A.

W PALM BEACH, FL 33401

SUBJECT: CHEROKEE AIR SERVICES, INC.

REF: W95000015275

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Pages 4 & 5 are missing, please re-fax.

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 (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000008371  
Letter Number: 895A00036012

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida  
32314

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
CHEROKEE AIR SERVICES, L.C.

The undersigned certify that we have associated ourselves together 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be CHEROKEE AIR SERVICES, L.C., and its principal office shall be located at 1555 Palm Beach Lakes Boulevard, Suite 1000, in the City of West Palm Beach, County of Palm Beach, State of Florida, 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.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of 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.

PREPARED BY: PHILIP H. WARD, III  
1555 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401  
FL. Bar. No. 313998

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H95000008371

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 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

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limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations 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 members, whose names and addresses are as follows:

Philip H. Ward, III

1555 Palm Beach Lakes Boulevard  
Suite 1000  
West Palm Beach, Florida 33401

R. Leo Bartolucci

1555 Palm Beach Lakes Boulevard  
Suite 1000  
West Palm Beach, Florida 33401

#### ARTICLE V

##### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members 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 written consent of One Hundred Percent (100%) of the 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 upon unanimous consent of the remaining members.

#### ARTICLE VI

##### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Hundred and NO/100 Dollars (\$100.00) cash or equivalent shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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## 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:

<u>NAME</u>	<u>Percentage of Shares</u>
Philip H. Ward, III	50.00%
R. Leo Bartolucci	50.00%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being July 13, 1995.

(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, or, if these sources are insufficient to cover such losses, by the members in the following shares:

<u>NAME</u>	<u>Percentage of Shares</u>
Philip H. Ward, III	50.00%
R. Leo Bartolucci	50.00%

## ARTICLE VIII

## DURATION

This limited liability company shall exist until December 31, 2024 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 1555 Palm Beach Lakes Blvd., Suite 1000, West Palm Beach, Florida 33401, and the name of the company's initial registered agent at that address is Philip H. Ward, III.

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The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the Articles of Organization of CHEROKEE AIR SERVICES, L.C.

Executed by the undersigned at West Palm Beach, Florida on July 13, 1995.

  
Philip H. Ward, III

  
R. Leo Bartolucci

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF PALM BEACH

In compliance with Florida Statute §608.407(2), the undersigned member or authorized representative of a member of CHEROKEE AIR SERVICES, L.C. deposes and says:

1. The limited liability company identified above has at least two (2) members.

2. The total amount of cash contributed by the members is Two Hundred and NO/100 (\$200.00).

3. If any, the agreed value of property other than cash contributed by the members is Zero and NO/100 Dollars (\$0.00). A description of the property is attached as Exhibit and made a part of this affidavit, if applicable.

4. The total amount of cash or property anticipated to be contributed by the members is Two Hundred and NO/100 (\$200.00). This total includes the amounts from 2 and 3 above.

  
Philip H. Ward, III

The foregoing instrument was acknowledged before me this 13th day of July, 1995 by Philip H. Ward, III, a member or agent on behalf of CHEROKEE AIR SERVICES, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public

My Commission Expires: 3-22-96





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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF PALM BEACH

Pursuant to the provisions of §608.415 and §608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is CHEROKEE AIR SERVICES, L.C.

The name of the registered agent for CHEROKEE AIR SERVICES, L.C. is Philip H. Ward, III and the street address of the company's principal office where the agent is located is 1555 Palm Beach Lakes Blvd., Suite 1000, West Palm Beach, Florida 33401.

This statement is to acknowledge that, as indicated above, CHEROKEE AIR SERVICES, L.C. has appointed Philip H. Ward, III as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 13, 1995

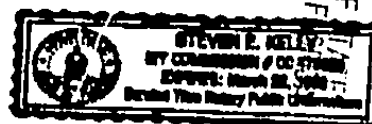
  
Philip H. Ward, III

The foregoing instrument was acknowledged before me this 13th day of July, 1995 by Philip H. Ward, III, agent on behalf of CHEROKEE AIR SERVICES, L.C., a limited liability company. He is personally known to me or has produced as identification.

  
Notary Public

My Commission Expires: 3-22-96

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FILED  
JUL 31 PM 1:08  
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PALM BEACH, FL

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POB

07.31.95 11:40AM \*COONEY, WARD, LESHER

FILE NOW: Fee after May 1, will be \$263.75

APPROVED  
AND  
FILED

05 May 1 1996

DATE

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandwich Northam  
Secretary of State  
DIVISION OF CORPORATIONS

FILING FEE  
\$ 238.75  
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee  
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address  
of Limited Liability Company  
**DOCUMENT # L95000000586**

CHEROKEE AIR SERVICES, L.C.  
1555 PALM BEACH LAKES BLVD.  
~~SUITE 100~~  
~~W-PALM-BEACH FL~~

1a. Principal Place of Business Address

1555 PALM BEACH LAKES BLVD.  
SUITE 100  
W-PALM-BEACH FL

If above mailing address is incorrect in any way, line through incorrect information and enter correction in block 2a

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc. Suite 1000		Suite, Apt. #, etc. Suite 1000		07/31/1995	FL
City & State West Palm Beach, FL		City & State West Palm Beach, FL		4. FCI Number 65-0353197	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip 33401	Country	Zip 33401	Country	5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent

WARD, PHILIP H III  
1555 PALM BEACH LAKES BLVD.  
SUITE 1000  
W PALM BEACH FL 33401

8. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
Zip Code FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE [Signature] DATE 2-9-96

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	WARD, PHILIP H III	1555 PALM BEACH LAKES BLVD	W PALM BEACH FL
MGRM	BARTOLUCCI, R L	1555 PALM BEACH LAKES BLVD	W PALM BEACH FL

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\*\*\*\*238.75 \*\*\*\*238.75

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 608.416, Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as a signature made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: [Signature] 2-9-96 407-689-8111