

L17000019024

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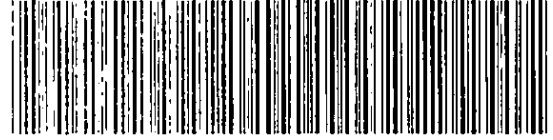
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KEY WEST COMPASS, LLC

- ___ Art of Inc. File _____
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- ___ L.C. File _____
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Requested by: SETH

07/29/22

Name _____

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SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

2022 JUL 29 AM 9:41

OF

KEY WEST COMPASS, LLC

Having previously formed and created a limited liability company pursuant to Chapter 605 and Fla. Statutes §605.0201 of the laws of the State of Florida, I do hereby execute and adopt these Second Amended and Restated Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following, pursuant to §605.0202, Florida Statutes:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112 and §605.0201(2)(a), the limited liability company's name shall be

"KEY WEST COMPASS, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence began at the date and time when the original Articles of Organization were filed with the Florida Department of State on January 25, 2017, (in its prior company name) under Document No.: L17000019024, all in accordance with Fla. Stat. §605.0201(4) and Fla. Stat. §605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Street Address:

333 Fleming Street
Key West, FL 33040

Mailing Address:

P.O. Box 6422
Key West, FL 33041

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's registered agent in the State of Florida is: *1009 Simonton Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

RICHARD M. KLITENICK, ESQ.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605, Florida Statutes. This limited liability company shall be managed by one (1) Manager, MICHAEL R. BEHMKE, and no other person or individual shall have the right to manage this limited liability company until such time, by corporate action, that the Manager is removed or replaced, or resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this limited liability company is to be a Manager-managed company as set forth in Fla. Stat. §605.0407(1)(a) and Fla. Stat. §605.0201(3)(a) and shall be so managed by the Manager, MICHAEL R. BEHMKE. Upon the removal, replacement, resignation, death, or retirement, or written consent to a successor Manager, the successor Manager shall be selected (i) in accordance with any then adopted Operating Agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company.

In accordance with the foregoing, the name and address of the Manager of this limited liability company is:

Name of Manager

Address

MICHAEL R. BEHMKE

333 Fleming Street
Key West, FL 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or Fla. Stat. §605.0404(2) (or successor sections) the Manager shall have sole discretion in making decisions to make distributions to members from this limited liability company. Furthermore, since this limited liability company is to be a Manager-managed company, the Manager shall have all the rights afforded under Fla. Stat. § 605.0407(3) (or successor statute); and the rights afforded to the Manager hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605, Florida Statutes.

ARTICLE X - STATEMENT OF AUTHORITY AGREEMENT

This limited liability company may file a Statement of Authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the Manager and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned Manager of this limited liability company has executed these Second Amended & Restated Articles of Organization on this 15 day of July, 2022.

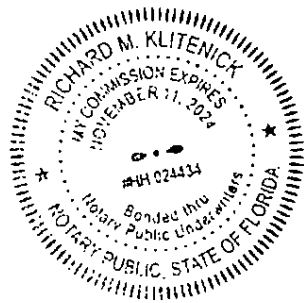
KEY WEST COMPASS, LLC,
a Florida limited liability company

By: Michael Behmke
MICHAEL R. BEHMKE, Manager

STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that on that on this 25 day of July, 2022, before me, an officer duly authorized to administer oaths and take acknowledgements in the State of Florida, the foregoing instrument was acknowledged by means of physical presence or online notarization, by MICHAEL R. BEHMKE, who is personally known to me, or who has produced NTA as identification, and he acknowledged to me that he executed this document freely and voluntarily for the purposes herein expressed.

(STAMP/SEAL)

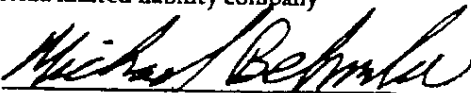


Richard M. Klitenick
Notary Public, State of Florida
My Commission Expires: 11/11/2024

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapters 605 and 48.061, Florida Statutes, the following is submitted:
That KEY WEST COMPASS, LLC, desiring to remain qualified under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West FL, has named RICHARD M. KLITENICK, ESQ., as its agent to accept service of process.

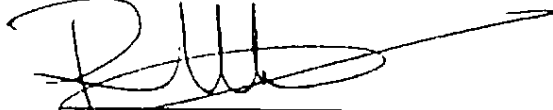
KEY WEST COMPASS, LLC,
a Florida limited liability company

By: 
MICHAEL R. BEHMKE, Manager

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 605 of Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



RICHARD M. KLITENICK, ESQ.
July 25, 2022