

Division of Corporations

L18000010896

Florida Department of State
Division of Corporations
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Victoria's Ladies Fashions, LLC

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ARTICLES OF ORGANIZATION  
OF  
VICTORIA'S LADIES FASHIONS, LLC

The undersigned, acting as the authorized representative does hereby certify that the person so identified herein has formed a limited liability company (the "Company") under the laws of the State of Florida and under the Florida Revised Limited Liability Company Act, as amended (the "Act"), and pursuant to the Act hereby set forth the following Articles of Organization (these "Articles").

ARTICLE I  
NAME

The name of the Company shall be: VICTORIA'S LADIES FASHIONS, LLC.

ARTICLE II  
ADDRESS AND PLACE OF BUSINESS

The address of the principal office and the mailing address of this Company shall be:

PRINCIPAL OFFICE

1041 Stratton Avenue  
Spring Hill, Florida 34609

MAILING ADDRESS

1041 Stratton Avenue  
Spring Hill, Florida 34609

ARTICLE III  
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV  
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

ARTICLE V  
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the Manager and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the Manager. The name and current address of the initial Manager is as follows, who shall act in such capacity until otherwise determined by the members in accordance with the Company's Operating Agreement:

PREPARED BY  
Clay Walker, Esquire  
Johnson Pope Baker Rumpel & Davis LLC  
301 E. Jackson Street, #3100  
Tampa, FL 33602  
813-225-2560  
FL Bar # 266272

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ARTICLES OF ORGANIZATION OF  
VICTORIA'S LADIES FASHIONS, LLC

JOHN VANDERMEADE  
1041 STRATTON AVENUE  
SPRING HILL, FLORIDA 34609

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**ARTICLE VI  
RIGHT TO CONTINUE BUSINESS**

Upon 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 the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

**ARTICLE VII  
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

**ARTICLE VIII  
OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

**ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 401 E. Jackson Street, Suite 3100, Tampa, Florida 33602, and the name of its initial registered agent is Gary Walker, Esquire. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605.0113, Florida Statutes.

**ARTICLE X  
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the Articles of Organization of VICTORIA'S LADIES FASHIONS, LLC. These Articles of Organization may be amended from time to time by consent of

ARTICLES OF ORGANIZATION OF  
VICTORIA'S LADIES FASHIONS, LLC

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the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization effective for all purposes as of the 12th day of January, 2018.

*Gary Walker*  
Gary Walker, Esquire  
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of VICTORIA'S LADIES FASHIONS, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Section 605.0113, Florida Statutes.

EXECUTED this 12th day of January, 2018.

By: *Gary Walker*  
Gary Walker, Esquire