

# L18000118526

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PENINSULA DEVELOPMENT PARTNERS, LLC**

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## ARTICLES OF ORGANIZATION

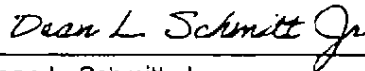
OF

## PENINSULA DEVELOPMENT PARTNERS, LLC

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Revised Limited Liability Company Act (Chapter 605, Florida Statutes) and in accordance with F.S. §605.0201.

1. **Name.** The name of the limited liability company is: **PENINSULA DEVELOPMENT PARTNERS, LLC.**
2. **Mailing Address and Street Address of Principal Office.** The mailing address and the street address of the principal office of the limited liability company is: **PENINSULA DEVELOPMENT PARTNERS, LLC, 3760 Hampshire Lane, Sarasota, FL 34232.**
3. **Name and Street Address of Initial Registered Agent.** The name and street address of the Company's initial registered agent is **Cynthia A. Riddell, Esq., 3400 S. Tamiami Trail, Suite 202, Sarasota, FL 34239.**
4. **Management.** The Company shall be member-managed. The name and address of the member authorized to manage and control the Company is: **Dean L. Schmitt, Jr., 3760 Hampshire Lane, Sarasota, FL 34232**
5. **Existence.** In accordance with F.S. §608.0207, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.
6. **Amendment.** These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 10th day of May 2018. (the "Execution Date").

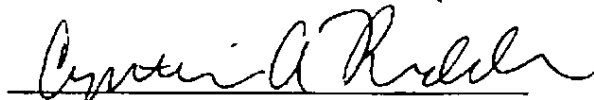


Dean L. Schmitt, Jr.  
Member or Authorized Representative

## ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 605.0201(2)(c) and 605.0113, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Revised Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.



Cynthia A. Riddell, Esq.  
As Registered Agent

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SPIEGEL AND UTRERA

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LANDBRIDGE LOGISTICS LLC**

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**ARTICLES OF ORGANIZATION  
OF  
LANDBRIDGE LOGISTICS LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **LANDBRIDGE LOGISTICS LLC** ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 1825 Northwest Corporate Boulevard, Suite 110, Boca Raton, Florida 33431 and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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**SPIEGEL & UTRERA, P.A.**LAWYERS  
www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

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LANDBRIDGE LOGISTICS LLC  
Page 2**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

**ARTICLE 7 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE 8 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

**ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Martin A. Rivera

whose mailing addresses shall be the same as the principal office of the Company.

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**SPIEGEL & UTRERA, P.A.**

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LANDBRIDGE LOGISTICS LLC  
Page 3**ARTICLE 10 - INDEMNIFICATION**

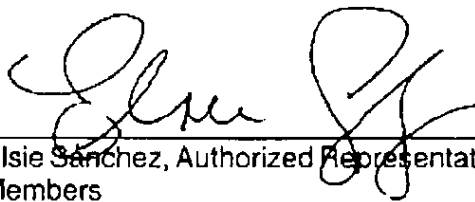
The Company shall indemnify managers and/or members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 05-14-2018.

  
Elsie Sanchez, Authorized Representative of the Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligation of the position of Registered Agent under Section 605.0201, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

  
By: Natalia Utrera, Vice President

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TALLAHASSEE, FLORIDA

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**SPIEGEL & UTRERA, P.A.**

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