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Amended  
&  
Restated

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D CUSHING

# HAROLD E. WOLFE, JR., P.A.

ATTORNEY AND COUNSELORS AT LAW

SUITE 302, EXECUTIVE CENTRE

2300 PALM BEACH LAKES BOULEVARD

WEST PALM BEACH, FLORIDA 33409-3006

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: harold@hewjrlaw.com

HAROLD E. WOLFE, JR. \*

\* ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

March 5, 2021

\* FLORIDA BAR BOARD

CERTIFIED TAX ATTORNEY

\* FLORIDA BAR BOARD

CERTIFIED WILLS, TRUSTS,

AND ESTATES ATTORNEY

## VIA HAND DELIVERY

Registration Section

Division of Corporations

The Centre of Tallahassee

2415 N. Monroe Street, Suite 810

Tallahassee, FL 32303

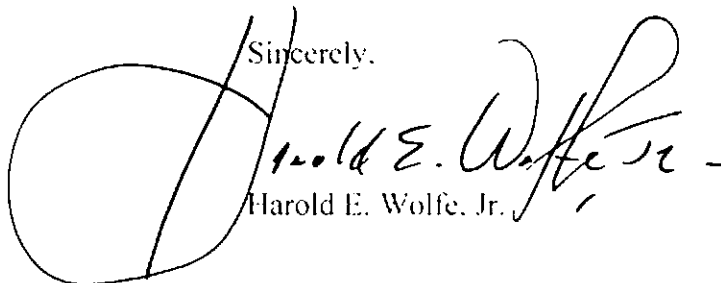
**RE: Formation of Jack Vogel Construction Company, LLC**

Dear Sir/Madam

Enclosed is the Amended and Restated Articles of Organization for the above-referenced limited liability company for filing with the Department of State. Please provide us with a certified copy of the Articles and a Certificate of Status. Our check, in the amount of \$160, made payable to the Florida Department of State, is enclosed to cover the cost of the filing fee, certification and certificate of status. A return envelope is also provided for your convenience.

Thank you in advance for your attention to this matter. Should you have any questions, please feel free to call us.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to read "Harold E. Wolfe, Jr.", is written over the typed name.

Harold E. Wolfe, Jr.

HEW:ejn  
Enclosures

cc: Ms. Debra A. Tirpak

Debra Tirpak  
530 17<sup>th</sup> Street  
West Palm Beach, FL 33407  
561-722-5198

March 10, 2021

Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

RE: Jack Vogel Construction Company LLC Closed

I Debra Tirpak the same person that owned Jack Vogel Construction Company LLC document number L09000024270 shut down on March 10, 2021 that name was never used for anything and I DO NOT intended to REVOKE my decision.

If you have any questions, please contact me at 561-722-5198.

Thank you in advance,

A handwritten signature in black ink, appearing to be 'DT' or 'Debra Tirpak'.

Debra Tirpak

7-11-10 10:25

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF**

**EASTERN PALM BEACH COUNTY CONSTRUCTION COMPANY, LLC**

We, the undersigned, hereby amend and restate the Articles of JACK VOGEL CONSTRUCTION COMPANY, LLC, whose former name was EASTERN PALM BEACH COUNTY CONSTRUCTION COMPANY, LLC, pursuant to Chapter 605 and Fla. Stat. §605.0202 in accordance with the laws of the State of Florida. The date of filing of the Company's original Articles of Organization (under the name EASTERN PALM BEACH COUNTY CONSTRUCTION COMPANY, LLC) with the Florida Department of State was November 21, 2003. The Company's Articles of Organization, changing the company name from EASTERN PALM BEACH COUNTY CONSTRUCTION COMPANY, LLC to JACK VOGEL CONSTRUCTION COMPANY, LLC, are hereby amended and restated as set forth below. In comply with Fla. Stat. §605.0202(2) and §605.0202(3) and the following information is furnished:

**REQUIRED INFORMATION UNDER FLA. STAT. §605.0202**

1. The present name of the company is JACK VOGEL CONSTRUCTION COMPANY, LLC. The company was formerly known as EASTERN PALM BEACH COUNTY CONSTRUCTION COMPANY, LLC.
2. The original date of filing of the company's Articles of Organization with the Florida Secretary of State was November 21, 2003.
3. The Amendment and Restatement to the Articles of Organization are as set forth immediately below.

4. There is no delayed effective date and these Amended Articles of Organization shall be effective immediately upon filing with the Florida Department of State and shall hereinafter read as follows:

**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 "**JACK VOGEL CONSTRUCTION COMPANY, 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 on November 21, 2003.

**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:

**Mailing and Street Address:**

530 17<sup>th</sup> Street  
West Palm Beach, FL 33407

**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this limited liability company's initial registered address in the State of Florida is 2300 Palm Beach Lakes Blvd., Suite 302, West Palm Beach, Florida 33409. The name of the registered agent at such registered office is **HAROLD E. WOLFE, JR., ESQ.** The written acceptance of the Company's initial registered agent as required under Fla. Stat. §605.0201(2)(c) is affixed to the end of these Articles.

## **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. In accordance with Fla. Stat. §605.0403(5)(or successor section), any Member who fails to make a required capital contribution under the terms of the Operating Agreement shall forfeit such defaulting Member's membership interest and such individual shall not become a Member of this limited liability company.

## **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 duration 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-managed company for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605 of the Florida Statutes. This limited liability company shall be managed, as a Manager-managed limited liability company, by one (1) Manager, DEBRA ANN TIRPAK. In accordance with the foregoing, the name and address of the Manager of this limited liability company is:

**Name of Manager**

**Address**

DEBRA ANN TIRPAK

530 17<sup>th</sup> Street  
West Palm Beach, FL 33407

DEBRA ANN TIRPAK, shall serve as initial "Managing Member".

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or §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 herein named shall have all of the rights afforded under Fla. Stat. §605.0407(3) (or successor statute); and the rights afforded 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 ten thousand (10,000) 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 in an amount specified in the Operating Agreement or as specified in Fla. Stat. §605.0404 if the Operating Agreement is silent as to that matter.

#### **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 of the Florida Statutes. Additionally, this limited liability company shall engage in all facets of the construction business including acting as a general contractor, sub-contractor, materialman, and any other aspect of the construction business.

#### **ARTICLE X - STATEMENT OF AUTHORITY**

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**

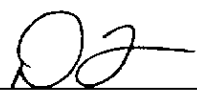
This limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors (except as provided in Article VII hereof), shall, if the Members so elect,




grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Such Operating Agreement shall comply with provisions of Fla. Stat. §§605.0105 and 605.0106; provided, however, that any amendment or alternation of the Operating Agreement of this limited liability company shall strictly comply with any amendment procedure contained in the Operating Agreement unless all Members unanimously otherwise agree in writing. The provisions of Chapter 605 of the Florida Statutes entitled the "Florida Revised Limited Liability Company Act" shall govern this limited liability company except to the extent overridden by specific provisions of any Operating Agreement then governing this limited liability company.

**IN WITNESS WHEREOF**, the undersigned, members of this limited liability company have executed these Articles of Organization on this 8th day of March, 2021.

**JACK VOGEL CONSTRUCTION  
COMPANY, LLC**

  
\_\_\_\_\_  
**DEBRA A. TIRPAK**, as Trustee of the  
Debra A. Tirpak Revocable Trust  
originally dated January 27, 2005, as  
restated June 4, 2014, Member

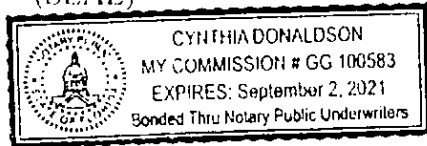
  
\_\_\_\_\_  
**BRITTANY TIRPAK-WHIDDON**,  
Member

STATE OF FLORIDA )  
 )  
COUNTY OF PALM BEACH )

BEFORE ME personal appeared DEBRA A. TIRPAK, as Trustee of the Debra A. Tirpak Revocable Trust dated January 27, 2005, as amended from time to time, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8<sup>th</sup> day of MARCH, 2021.

(SEAL)



*Cynthia Donaldson*  
Notary Public, State of Florida

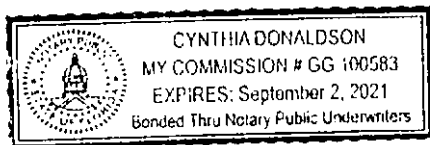
(Print, Type or Stamp Commissioned Name of Notary Public)

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF MARION        )

BEFORE ME personal appeared BRITTANY TIRPAK-WHIDDON, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8<sup>th</sup> day of MARCH, 2021.

(SEAL)



*Cynthia Donaldson*

Notary Public, State of Florida

\_\_\_\_\_  
(Print, Type or Stamp Commissioned Name of Notary Public)

**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 Section 605.0113, Florida Statutes, the following is submitted:

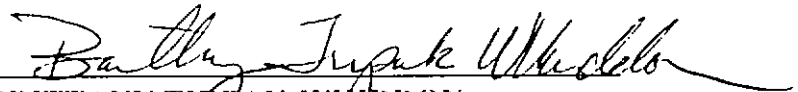
That **JACK VOGEL CONSTRUCTION COMPANY, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of West Palm Beach, County of Palm Beach, State of Florida, has named **HAROLD E. WOLFE, JR., ESQ.**, as its agent to accept service of process.

Signature: 

**DEBRA A. TIRPAK, Trustee**

Title: **Incorporating Member**

Date: 3/8/, 2021

Signature: 

**BRITTANY TIRPAK-WHIDDON**

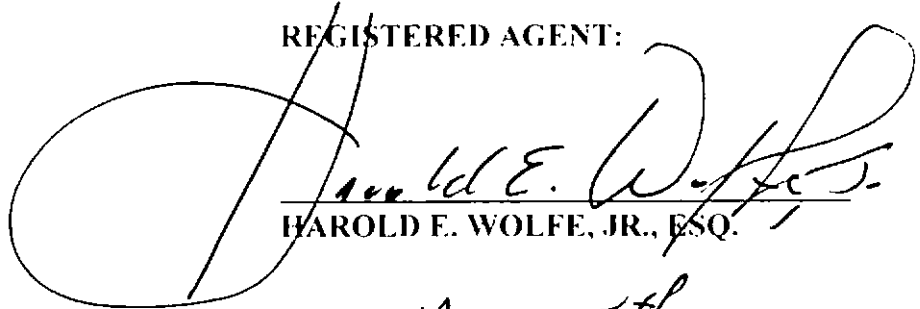
Title: **Incorporating Member**

Date: 3/8, 2021

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes and Florida Statutes §605.0113, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this 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:

A large, stylized handwritten signature in black ink, which appears to read "Harold E. Wolfe, Jr.", is written over a horizontal line.

HAROLD E. WOLFE, JR., ESQ.

DATE: March 5<sup>th</sup>, 2021

**AUTHORIZATION TO USE NAME**

We, the undersigned, RONALD L. MITCHELL, as Trustee of the RONALD L. MITCHELL REVOCABLE TRUST and DEBRA A. TIRPAK, as Trustee of the DEBRA A. TIRPAK REVOCABLE TRUST, being the members of JACK VOGEL SIMULATED BRICK & STONE, LLC and RONALD L. MITCHELL in his capacity as the manager of such Florida Limited Liability Company hereby consent to the use of the name "JACK VOGEL CONSTRUCTION COMPANY, LLC" and hereby waive any conflict of name since we are the owners of one hundred percent(100%) of the membership units of JACK VOGEL SIMULATED BRICK & STONE, LLC.

Signed on this 2 day of March, 2021.

**JACK VOGEL SIMULATED BRICK & STONE, LLC.**



Signature of Member or Authorized Representative  
**RONALD L. MITCHELL**, as Trustee of the  
**Ronald L. Mitchell Revocable Trust**  
Title: Member/Manager



Signature of Authorized Representative  
**DEBRA A. TIRPAK**, as Trustee of the Debra A.  
**Tirpak Revocable Trust**  
Title: Member