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Division of Corporations

CRARY, BUCHANAN

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LIMITED LIABILITY COMPANY

MBWEHA FINANCIAL PARTNERS, L.L.C.

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4/28/2004

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**ARTICLES OF ORGANIZATION
OF
MBWEHA FINANCIAL PARTNERS, L.L.C.**

ARTICLE I

Name. The name of the limited liability company ("Company") is MBWEHA Financial Partners, L.L.C.

ARTICLE II

Address. The mailing and street address of the Company's principal office is 8756 S.E. May Terrace, Hobe Sound, Florida 33455.

ARTICLE III

Duration. The period of duration for the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Nature of Company: The general nature of the business to be transacted by the Company under these Articles of Organization shall be to engage in real estate investment and development and to engage in any other activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V

Registered Agent and Office. The name of Company's initial registered agent in Florida is William F. Crary II. The address of Company's registered office in Florida is 555 Colorado Avenue, Stuart, FL 34994.

Prepared by:
Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, Florida 34994
(772) 287-2600
Fla. Bar No.: 250414

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ARTICLE VI

Management. The Company is to be managed by one (1) manager. The initial Manager will serve until the first annual meeting of the Members. The initial Manager is as follows:

NAME:

James H. Edmiston, as Trustee of the
James H. Edmiston Trust dated 8/18/86

ADDRESS:

8758 S.E. May Terrace
Hobe Sound, FL 33455

ARTICLE VII

Admission of New Members. The Manager of the Company has the right to admit new members. Additional members may be admitted only on the majority consent and approval of the Manager of the Company, and the existing Manager shall determine the amount and nature of contributions to be made by new members at the time the new members are admitted.

ARTICLE VIII

Continuation of Business. The remaining members of the Company have the right to continue the business of the Company on 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 may be continued only on the written consent of a majority of the remaining members.

ARTICLE IX

Amendment of Articles. These Articles of Organization shall be amended as follows: every proposed amendment to these Articles of Organization shall require the approval by the Managing Member, whereupon it shall be proposed to all the Members, and, for adoption, shall require the approval at a Member's meeting by a majority of the members entitled to vote thereon; alternatively, a majority of the Members may sign a written statement adopting the proposed Amendment to these Articles of Organization.

ARTICLE X

Operating Agreement. The Operating Agreement of the Company shall be made, altered or rescinded by a majority vote of the Members of the Company at a meeting of the Members; alternatively, all of the Members may sign a written statement adopting the proposed Operating Agreement or changes thereto.

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ARTICLE XI

Preemptive Rights. The Members of the Company shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Members, such membership interests as may be issued for money, or any property or services from time to time, in addition to the present memberships. The preemptive right of any Member is determined by the ratio of the membership interest held by a Member to all membership interests currently outstanding.

ARTICLE XII

Organizing Member. The name and address of the initial organizing member, who is a member of the Company, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James H. Edmiston, as Trustee of the James H. Edmiston Trust dated 8/18/86	8756 S.E. May Terrace Hobe Sound, FL 33455

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 27th day of April, 2004, at Stuart, Florida.

James H. Edmiston
James H. Edmiston, as Trustee of the
James H. Edmiston Trust dated 8/18/86

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 27th day of April, 2004, by James E. Edmiston, as Trustee of the James H. Edmiston Trust dated 8/18/86. He (please check one of the following) ☐ is personally known to me or ☒ who has produced FL Driver's License as identification, and who (please check one of the following) ☐ did or ☒ did not take an oath.

(SEAL)



Mariza Polanco
NOTARY PUBLIC

Print Name: Mariza Polanco
My Commission Expires: 5/4/07

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CRARY BUCHANAN


NO. 837

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in the above Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.



William F. Crary II
Registered Agent

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