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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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LO6-68669
AL

Dana Toobe

Requester's Name

2065 Thomasville Rd 826102

Address

ally

385-5000

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Treasure Coast Group LLC

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

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(Corporation Name)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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SECRETARY OF TREASURY
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
TREASURE COAST GROUP LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, does hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME, PRINCIPAL AND MAILING ADDRESS

The name and principal (and mailing) address of this limited liability company shall be:

TREASURE COAST GROUP LLC
2065 Thomasville Road, Suite 102
Tallahassee, Florida 32308

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ARTICLE II – DURATION

This Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from the above date, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III – 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.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name of the registered agent for the Company in the State of Florida is Dana G. Toole. The street address of the registered office and of the registered agent for the Company is 2065 Thomasville Road, Suite 102, Tallahassee, Florida 32308.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the Company shall contribute cash in an amount to be determined by the members, to the initial capital of the Company.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or Operating Agreement of the Company. 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 members 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 VIII – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of management, 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 two remaining members.

ARTICLE IX – MANAGEMENT

The Company shall be managed by the members by majority vote of said members and in accordance with the regulations or operating agreement adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the

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affairs of the Company not inconsistent with law or these Articles of Organization.

The names and addresses of the subscribers of the Company are:

<u>MEMBER</u>	<u>NAME</u>	<u>ADDRESS</u>
Managing Member	Dana G. Toole	2065 Thomasville Road, Ste. 102 Tallahassee, FL 32308

ARTICLE X – TAX STATUS OF COMPANY

It is the intent of the undersigned subscribers that the Company shall be treated as a partnership for federal tax purposes.

ARTICLE XI – NON-REGISTRATION AS SECURITY

The certificates representing each member's interest in the Company to be issued to subscriber(s) are not registered under state or federal securities law. The subscriber(s) represent that it is the intent of the Company that the certificates issued comply with the applicable private placement exemptions from registration under federal and state law. All certificates issued shall bear the legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT, AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.

The Company shall only issue shares to individuals that comply with the private placement rules, i.e., Federal Securities Act, §4(2) and §517.061, Florida Statutes, and agree:

- i. That no offer or sale of certificates in the Company shall be made to a nonresident of the State of Florida;
- ii. That no offer or sale of certificates in the Company shall be made to more than 35 purchasers for a period in excess of 12 months;
- iii. That no general solicitations or advertisements of an offer or sale of certificates in the Company shall occur in Florida or any other state;

- iv. That before any sale of certificates in the Company, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the Company;
- v. That no person shall be paid a commission for the sale of certificates in the Company or otherwise receive compensation for the sale of certificates in the Company; and
- vi. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with Fla. Stat. § 517.061(11)(a)(5).



IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Tallahassee, Florida, for the foregoing uses and purposes this 10 day of July, 2006.


Dana G. Toole

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME personally appeared Dana G. Toole, to me well known, to be one of the organizers of the above limited liability company, and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 10 day of July 2006.


NOTARY PUBLIC
SEAL

Barbara F. Wing
MY COMMISSION # DD225685 EXPIRES
July 27, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of TREASURE COAST GROUP LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts appointment as the registered agent and agrees to act in this capacity.

The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



Dana G. Toole
REGISTERED AGENT

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