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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: DARLYN PROPERTIES, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

ROBERT J. LONGCHAMPS, ESQ

Name of Person

THE LAW OFFICES OF ROBERT J. LONGCHAMPS, PLLC

Firm/Company

4440 PGA BOULEVARD, SUITE 600

Address

PALM BEACH GARDENS, FLORIDA 33410

City/State and Zip Code

RJL@LONGCHAMPSLAW.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert J. Longchamps, Esq

Name of Person

at (**561**) **623-5350**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☒ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
DARLYN PROPERTIES, LLC**

Pursuant to the provisions of the Florida Limited Liability Act, Chapter 608, Florida Statutes, as amended, the undersigned hereby executes and acknowledges the following Articles of Organization for the purpose of forming a limited liability company under Florida law.

**Article I
Name of Limited Liability Company**

The name of the limited liability company is **DARLYN PROPERTIES, LLC**, hereinafter referred to as the "Company".

**Article II
Principal Place of Business**

The address of the Company's principal place of business in this state is **12631 157th Street North, Jupiter, Florida 33478**.

**Article III
Purpose and Powers**

The Company has been formed to hold real property and to engage in or promote any other reasonably related lawful business that may be engaged in by a limited liability company under Florida law. The Company shall have and exercise any and all power that limited liability companies have and may exercise under the laws of the State of Florida, specifically including the provisions of Section 608.404, Florida Statutes, as amended from time to time, except such powers as are inconsistent with the express provisions of these Articles of Organization or Operating Agreement, as the case may be.

**Article IV
Initial Registered Agent**

The name of the initial registered agent for service of process in Florida is **Lynn A. McKinney**, who is a resident of Palm Beach County, Florida, and whose address for service of process is **12631 157th Street North, Jupiter, Florida 33478**.

**Article V
Name and Address of the Organizer**

The name and business address of the organizer, who is the authorized representative of the Members, is:

Name

Address

**Robert J. Longchamps, Esq. The Law Offices of Robert J. Longchamps, PLLC
4440 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410**

**Article VI
Perpetual Duration**

The period of duration of the Company is perpetual.

**Article VII
Form of Management**

The management of the Company shall be vested pursuant to an operating agreement, as the case may be, in the following managers, who shall be appointed by the members. The names and street addresses of the managers are:

Name	Address
LYNN A. MCKINNEY, Manager	12631 157th Street North Jupiter, Florida 33478
DARYL E. MCKINNEY, Manager	12631 157th Street North Jupiter, Florida 33478

Section 7.1. Voting.

Each percentage of membership interest has one vote on each matter on which the membership interest is entitled to vote. Cumulative voting is not allowed. With respect to any matter, other than the election of the Managers, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

Section 7.2. Company Actions.

(a) Any action required by the Florida Limited Liability Company Act, and any amendments to that act, shall be taken at any annual or special meeting of Members of the Limited Liability Company.

(b) Or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all the Members.

(c) Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

Section. 7.3. Indemnification

(a) The Company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against

any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the Company to act for and on behalf of the Company and for the Company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the Company for the following actions:

(1) Any breach of his or her duty of loyalty to the Company, or to its members;

(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the Company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the Company or its members.

(4) An action for which the manager is liable at law and for which an indemnification is not allowed.

Article VIII Right To Continue Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right, except as otherwise provided under the Operating Agreement, as the case may be, to continue the business of the Company.

Article IX Certificate of Membership

A member's interest in the Company may be evidenced by a certificate of membership interest signed by any of the Members of the Company. The right to assign or transfer a member's interest in the Company is limited by the provisions set forth in the Operating Agreement, as the case may be.

Article X Capital and Additional Members

Except as otherwise provided for in the Operating Agreement, as the case may be, the Members shall not be required to make additional contributions to the capital of the Company. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

Article XI
Amendments

These Articles of Organization may be amended or modified from time to time only with a written instrument executed by a two-thirds majority of the Members of the Company.

IN WITNESS WHEREOF, the undersigned organizer, who is the authorized representative of the Members, has executed these Articles of Organization on this 24th day of January, 2011.



ROBERT J. LONGCHAMPS, Organizer

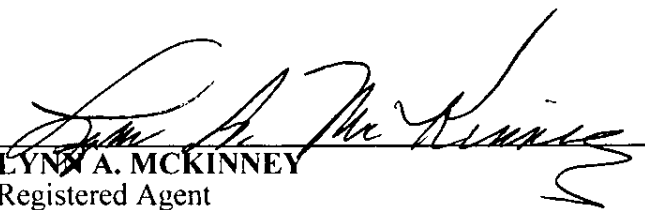
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY **DARLYN PROPERTIES, LLC**, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is **DARLYN PROPERTIES, LLC**.
2. The name and the Florida street address of the registered agent and office are:
LYNN A. MCKINNEY
12631 157th Street North
Jupiter, Florida 33478

(Post office box is NOT acceptable.)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


LYNN A. MCKINNEY
Registered Agent