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(Requestor's Name)

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T. HAMPTON

JUN - 7 2011

EXAMINER

## COVER LETTER

TO: **Registration Section**  
**Division of Corporations**

SUBJECT: Blue Palm Holdings, 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:

Jennifer M. Tenney, Esq.  
Name of Person

Woodward, Pierce & Lombardo, PA  
Firm/Company

606 Bald Eagle Dr., Ste 500  
Address

Marco Island, FL 34145  
City/State and Zip Code

jtenney@wpl-legal.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Tenney at (239) 394-5161  
Name of Person 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**

**11 JUN -6 AM 10:56**

**OF**

**BLUE PALM HOLDINGS, LLC**

In order to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act, Ch. 608 (the "Act"), we the undersigned hereby execute these Articles of Organization in accordance with the provisions of Section 608.407 of the Act and state that the statements set forth below as to the certain terms of the Limited Liability Company set forth herein are true and correct.

**I. NAME**

The name of the limited liability company is Blue Palm Holdings, LLC.

**II. NATURE OF BUSINESS**

The limited liability company shall be for the purpose of owning, acquiring, subdividing, operating, developing, leasing, selling and managing real property located in Miami-Dade County, Florida, as well as all other purposes allowed by law. The company shall have all the powers outlined in F.S. 608.404 which may be necessary to effect the purposes set forth in these Articles.

**III. BUSINESS ADDRESS**

3.1 The mailing address of the Company is 1230 W 57<sup>th</sup> St., Kansas City, MO 64113.

**IV. DURATION**

4.1 The duration of the limited liability company shall be deemed to have commenced as of the date of filing with the Department of State, and shall continue and be perpetual.

4.2 The duration of the Limited Liability Company shall not be affected by the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or other termination of a member's membership in the absence of unanimous consent of the members.

**V. ADDRESS**

The initial address of the principal office of this limited liability company in the State of Florida is 456 Briarwood Drive, Winter Park, FL 32789.

The managers may, from time to time, move the principal office to any other address in the State of Florida.

## **VI. MANAGEMENT**

6.1 The management of this limited liability company shall be vested in at least one (1) manager. The initial manager shall serve for an initial term of 10 years. The names and addresses of the initial manager is as follows:

Lynn Mackle  
1230 W 57<sup>th</sup> Street  
Kansas City, MO 64113

6.2 In the event of Lynne Mackle's death, incapacity, or resignation, Robert F. Mackle, III and James Mackle shall be co-Managers of the LLC.

## **VII. INITIAL MEMBERS AND ORGANIZERS**

7.1 The initial members and organizers of the company and their addresses are as follows:

| <u><b>Names</b></u>          | <u><b>Addresses</b></u>                                 | <u><b>Percentage<br/>Interest in Co.</b></u> | <u><b>No. of Votes<br/>Allocated</b></u> |
|------------------------------|---|--|--|
| Robert E. Kirkman,<br>Member | 600 Grapetree Dr.<br>Apt. 8BS<br>Key Biscayne, FL 33149 | 100%   | 1  |
| Lynn Mackle                  | 1230 W 57 <sup>th</sup> Street<br>Kansas City, MO 64113 | 0%   | 1  |

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7.2 All transfers or assignments shall be permitted. However, if all other members of the limited liability company, other than the member proposing to dispose of his or its interest, and the manager, do not approve the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of the limited liability company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

## **VIII. PROFITS AND LOSSES**

8.1 Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company's business that remain after the payment of the expenses of conducting the business. Each member shall be entitled to a distributive share of the profits of the company equal to their percentage ownership in the

company. Such distributive share of the profits of the company shall be paid to the members at such time as determined by the manager.

8.2 Losses. All losses that occur in the operation of the limited liability company's business shall be paid out of the capital of the limited liability company and the profits of the business of the company to the extent possible.

#### **IX. BOOKS AND RECORDS**

9.1 The manager shall maintain full and accurate books of the company at the company's place of business, showing all receipts, expenses, assets, liabilities, profits and losses of the company and all other records necessary for the recording of the company's business and affairs.

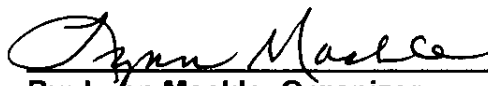
9.2 The manager shall deliver to all members annual interim financial information which shall be reviewed but not audited.

#### **X. REGISTERED AGENT**

Robert F. Mackle III whose address for service of process is 456 Briarwood Drive, Winter Park, FL 32789 shall be the registered agent for the limited liability company.

#### **XI. AMENDMENTS**

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the managers, proposed by them to the members, and approved at a members meeting by a unanimous vote thereon, unless all the members and all the managers sign a written statement manifesting their intentions that a certain amendment of these Articles of Organization be made. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes and affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155)



By: Lynn Mackle, Organizer

#### **ACKNOWLEDGMENT BY REGISTERED AGENT**

Having been named to accept Service of Process for the above-stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Robert F. Mackle, III

This Instrument Was Prepared By:  
Jennifer M. Tenney, Esquire  
Florida Bar Number: 0816191  
Woodward, Pires & Lombardo, P.A.

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