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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
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EXAMINER

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: GRACE AVENUE II, 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:

Garth D. Bonney, Esq.
Name of Person

Bonney & Smallwood, P.A.
Firm/Company

P.O. Box 737
Address

Panama City, FL 32402
City/State and Zip Code

rob.kmann@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Garth D. Bonney at (850) 215-6840
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
OF
GRACE AVENUE II, LLC

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2011 OCT 31 PM 12:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a Florida Limited Liability Company

The undersigned certify that we have associated ourselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The name of the limited liability company shall be **GRACE AVENUE II, LLC**, and its principal office shall be located at 439 Grace Avenue, Panama City, Florida 32401, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be P.O. Box 660, Panama City, Florida 32402.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers and authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which is limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the Members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

This limited liability company shall be manager managed. The initial manager(s), who shall serve until the earlier of their deaths, resignations, replacements or until the first annual meeting of members and their successors are elected and qualified, shall be:

NAME:	**ADDRESS:**
Robert B. Koehnemann Manager	P.O. Box 660 Panama City, Florida 32402

ARTICLE V
MEMBERSHIP

The member(s) of this limited liability company shall have the right to admit additional members to this organization upon the unanimous consent of those individuals or entitles who are members prior to the admission of the new member. The name and address of the initial Member of this limited liability company is as follows:

NAME:	**ADDRESS:**
Town Centre, Inc. Member	P.O. Box 660 Panama City, Florida 32402

ARTICLE VI
MEMBERSHIP RESTRICTIONS

The members shall have the right to admit new members with unanimous consent. Contributions required of new members shall be by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of all members.

On 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 limited liability company, the remaining members shall have the right to continue the business on a unanimous consent of the remaining members.

ARTICLE VII
CAPITAL CONTRIBUTIONS

Capital Contributions in the amount of $500.00 cash shall be paid to the limited liability company by the members in equal shares upon formation. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VIII
PROFITS AND LOSSES

(a) Profit Sharing. Each member shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the limited liability company's debts, and expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits based upon their respective percentages of ownership. The distributive share of the profits shall be determined and paid to the member as of December 31st of each year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the member in equal shares, based upon their respective percentages of ownership.

ARTICLE IX
DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members. In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would otherwise terminate the continued membership of a member in the Company, the remaining members of the Company may continue the business of the Company.

ARTICLE X
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 439 Grace Avenue, Panama City, Florida 32401, and the name of the company's initial registered agent at that address is **Robert B. Koehnemann.**

The undersigned, as the authorized representative of a member of the Company, has executed these Articles of Organization, and further certifies that this instrument constitutes the true and correct Articles of Organization of **GRACE AVENUE II, LLC.**

Executed by the undersigned on this 28th day of October, 2011.

By: ROBERT B. KOEHNEMANN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

STATEMENT OF DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF BAY

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **GRACE AVENUE II, LLC.** The name of the registered agent for **GRACE AVENUE II, LLC** is **Robert B. Koehnemann,** and the street address of the principal office where the agent is located is **439 Grace Avenue, Panama City, Florida 32041.**

This statement is to acknowledge that, as indicated above **GRACE AVENUE II, LLC** has appointed **Robert B. Koehnemann,** as its registered agent to accept service of process for the company at the place designated above this certificate. I accept this 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.

By: ______________________
ROBERT B. KOEHNEMANN

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY, that on this 28th day of October, 2011, before me personally appeared Robert B. Koehnemann, who is personally known to me or has produced the identification indicated below, who is the person described herein and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed of the uses and purposes herein mentioned.

THIS INSTRUMENT ACKNOWLEDGED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

(✓) To me personally known
( ) Identified by Driver's License
( ) Other: ______________

Belinda J. McAvoy
Notary Public

Belinda J. McAvoy
Printed Name

BELINDA J. McAVOY
Comm# DD0866320
Expires 3/3/2013
Florida Notary Assn., Inc