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1.

MANDALAY GLP, LLC

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

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6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

Lori@swbwlaw.com

MAY 30 AM 9:58

ARTICLES OF ORGANIZATION

OF

MANDALAY GLP, LLC

The Member who desires to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, by and through her authorized representative, does hereby adopt the following Articles of Organization and certify:

ARTICLE I: NAME

The name of the limited liability company is Mandalay GLP, LLC (the "Limited Liability Company").

ARTICLE II: ADDRESSES

The mailing address of the Limited Liability Company is 259 Third Street North, St. Petersburg, Florida 33701. The street address of the principal office of the Limited Liability Company is also 259 Third Street North, St. Petersburg, Florida 33701.

ARTICLE III: DURATION

The period of duration for the Limited Liability Company shall commence upon filing of this Articles of Organization with Florida Secretary of State, (the "Effective Date"), and shall continue perpetually, unless terminated (i) by the unanimous vote of all Members of the Limited Liability Company, or (ii) in accordance with the Limited Liability Company's Operating Agreement, if any; provided always, however, that upon any such termination event, the existence and business of the Limited Liability Company may be continued by amendment of these Articles of Organization or the Operating Agreement providing for the continued existence of the Limited Liability Company.

ARTICLE IV: PURPOSE

The purpose for which the Limited Liability Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V: REGISTERED AGENT AND OFFICE

The name and the Florida street address of the registered agent are:

Robert H. Willis, Jr.
259 Third Street North
St. Petersburg, Florida 33701

12 MAY 30 AM 9:53

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.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Robert H. Willis, Jr.
Signature of Registered Agent
Accepting the Appointment

ARTICLE VI: OPERATING AGREEMENT

Any Operating Agreement (as defined in Section 608.402(24), Florida Statutes) relating to the Limited Liability Company must be in writing and signed by all of the Members.

ARTICLE VII: MANAGEMENT

The Limited Liability Company shall be conducted, carried on and managed by at least one (1) Manager, who shall be elected annually by the Members of the Limited Liability Company in the manner prescribed by and provided in the Operating Agreement, if any, of the Limited Liability Company, or the laws of the State of Florida. The name and address of the initial one (1) Manager are:

Elizabeth M. Willis
259 Third Street North
St. Petersburg, Florida 33701

The Manager shall serve in this capacity until the first annual meeting of the Members or until his successor is duly elected and qualified.

ARTICLE VIII: REGULATIONS

The power to adopt, alter, amend or repeal the Operating Agreement of the Limited Liability Company shall be vested in the Members of the Limited Liability Company.

ARTICLE IX: LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no Member of the Limited Liability Company shall be an agent for the Limited Liability Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a Member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act on May 29, 2012.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Elizabeth M. Willis

Elizabeth M. Willis
Signature of Authorized Representative
Executing the Articles of Organization

The foregoing instrument was acknowledged before me this 29 day of May, 2012 by Elizabeth M. Willis, who is personally known to me and who did take an oath.

Lori J. Emerson

Printed Name: Lori J. Emerson
Notary Public—State of Florida
My Commission Expires:

[Notary Seal or Stamp]

