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LAW OFFICES

Scruggs & Carmichael, P.A.

DOWNTOWN OFFICE:

ONE S.E. FIRST AVENUE

GAINESVILLE, FLORIDA 32601 TELEPHONE (352) 376-5242

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REPLY WEST OFFICE

SIGSBEE L. SCRUGGS 1898-1983

PARKS M. CARMICHAEL

WILLIAM D. PRIDGEON 1933-1960

MICHELLE VAUGHNS 1946-1982

WILLIAM N. LONG 1920-2003

RETIRED
RAY D. HELPLING
WILLIAM C. ANDREWS
JOHN F. ROSCOW III
MITZ! COCKRELL AUSTIN

October <u>18</u>, 2012

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

VIA UPS Tracking #1ZAF37820190327582

Re: EJH Holding Group, LLC

Dear Sir or Madam:

STAN CUSHMAN!

PHILIP A. DELANEY

JOHN G. STINSON

RAYMOND M. IVEY

KEVIN D. JURECKO

KIRSTIN J. STINSON

VIRGINIA É. GRIFFIS

JESSE CAEDINGTON

#CERTIFIED CIVIL MEDIATOR

DENNIS J. EISINGER

OF COUNSEL

KEVIN DALY

*FLORIDA BAR BOARD CERTIFIED-REAL ESTATE

EISINGER, BROWN, LEWIS & FRANKEL, P.A.

ELIZABETH A. MARTIN

CHARLES W. LITTELL

JEFFREY R. DOLLINGER* JEFFERSON M. BRASWELL

FRANK P. SAIER

The enclosed original Articles of Organization for the above-referenced Florida Limited Liability Company and a check in the amount of \$125.00 are submitted for filing. Please return all correspondence concerning this matter, including the letter of acknowledgment and your receipt to the following:

Virginia E. Griffis, Esquire Scruggs & Carmichael, P.A. 1 S.E. First Ave. Gainesville, FL 32601

Email address (for future annual report notification): <u>EMcGonagle@JacksCamp.com</u>

For further information on this matter, please call: Virginia E. Griffis, Esq., at (352) 416-3494.

Thank you for your assistance.

Very truly yours,

SCRUGGS & CARMICHAEL, P.A.

Virginia E. Griffis, Esquire

Encl.: 2

: Erin N. McGonagle, Esq.

FILED

12 OCT 19 AM II-22

SECRETARY OF STATE
TABLAMASSEE, FEORIDA

ARTICLES OF ORGANIZATION OF EJH HOLDING GROUP, LLC A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I-Name

The name of the Limited Liability Company (or herein "Company") is:

EJH Holding Group, LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Street Address & EJH Holding Group, LLC 3813 Kenilworth Drive

Mailing Address:

Chevy Chase, MD 20815

ARTICLE III - Registered Agent and Registered Office

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

Registered Agent, Registered Office: Virginia E. Griffis, Esq. Scruggs & Carmichael, P.A.

1 S.E. First Ave. Gainesville, FL 32601

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under 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.)

Signature of Registered Agent: Virginia E. Griffis

ARTICLE IV - Purpose

This Limited Liability Company is organized to purchase, acquire, buy, sell, trade, exchange, own, hold, manage, develop, lease, subdivide, and otherwise deal in and with real property and improvements thereon located thereon and to engage in such other lawful activities as are reasonably necessary, convenient, or incidental to that purpose; and is organized to engage in such other lawful business permitted under the Florida Limited Liability Company Act, as amended, as the Members may from time to time direct.

ARTICLE V - Management

(A) The Florida Limited Liability Company is to be managed by the initial Managing Member:

TITLE: MGRM Erin N. McGonagle 3813 Kenilworth Drive Chevy Chase, MD 20815

- (B) The Managing Member shall be authorized to manage and control the business and affairs of the Company and to take actions and to bind the Company as its agent. The Managing Member shall have the full power to execute and deliver, for and on behalf of the Company, any and all documents and instruments which may be necessary or desirable to maintain, sell, transfer, encumber and convey the real or personal property of the Company, and to transact or carry on the business of the Company, including, without limitation, any and all deeds, contracts, leases, mortgages, deeds of trust, negotiable instruments, bank drafts, promissory notes, security agreements, and financing statements pertaining to the Company's assets or obligations, and to authorize the confession of judgment against the Company. No person dealing with the Managing Member need inquire into the validity or propriety of any action taken or any document or instrument executed in the name of the Company by the Managing Member, or as to the authority of the Managing Member in such actions or executions.
- (C) The Company shall be managed by one or more Managing Members—all of whom shall be reflected on the records of the Limited Liability Company on file with the Florida Department of State, Division of Corporations, as may be elected from time to time by the Members. If at any time there are two Managing Members elected, then all power and authority granted in this article shall be performed by both; and, if at any time there are more than two Managing Members elected, then all power and authority granted in this article shall be performed by a majority of them.

ARTICLE VI - Limitation on Agency Authority of Members

Initially, this is a multi-Member Company. Pursuant to Section 608.4235, Florida Statutes, no Member of the Limited Liability Company shall be an agent of the Limited Liability Company solely by virtue of being a Member, and no Member may sign and deliver any instrument transferring or affecting the Limited Liability Company's interest in real property solely by virtue of being a Member of the Limited Liability Company.

ARTICLE VII – Effective Date

The Effective Date shall be: October 15, 2012.

ARTICLE VIII – Transfers & Assignments

- (A) Any time after the Effective Date, and from time to time, a Member may transfer or assign all or any part of his or her Membership Interest to any member of the Member's Family who is not already a Member of the Company. The assignment of all or a portion of such Membership Interest to the Member's Family does not entitle the Assignee to become a Member or to exercise any rights of a Member. The Assignee shall be entitled to receive, to the extent assigned, only the Distributions to which the assignor would be entitled. The Assignee shall not be admitted as a Member unless the admission is approved by all the Members, excluding the Vote of the Member assigning the Membership Interest and the Assignee, the Assignee agrees in writing to be bound by the provisions of the Company's Operating Agreement, and the Assignee signs and delivers to the Company a counterpart of the written Operating Agreement then in effect, if any.
- (B) At any time after the Effective Date, and from time to time, a Member may transfer or assign all or any part of his or her Membership Interest, including all or any part of his or her Membership rights to: (i) any other Member or (ii) a Trust for the exclusive benefit of a Member or any member of his or her Family. Such Assignee shall be entitled to receive, to the extent assigned, the Distributions to which the assignor would be entitled. Such Assignee may also be granted any or all rights of the assigning Member and may also be admitted as a Member without the consent of the other Members; however, the assignment of all or a portion of such Membership Interest to such Assignee does not entitle the Assignee to become a Member or to exercise any rights of a Member unless: (i) the assigning or transferring Member so provides in the instrument of assignment or transfer, (ii) in the case of admission of the Assignee as a Member, the full interest and all rights of the assignor are assigned to the Assignee, and (iii) the Assignee agrees in writing to be bound by the provisions of the Company's Operating Agreement, and also signs and delivers to the Company a counterpart of the written Operating Agreement then in effect, if any.
- **(C)** "Family" means a Member's spouse, lineal ancestors or descendants by birth or adoption, and siblings.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of the members and acknowledged them to be my act on October 3, 2012.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an 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, Fla. Stat.)

Virginia E. Griffis, Esq., As Authorized Representative of Members