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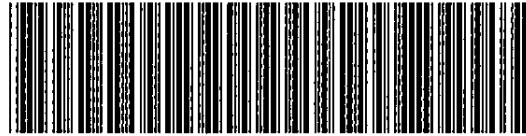
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FW WPB 2012-5, 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:

Elliot F. Hochman, Esq.

Name of Person

Brookmyer, Hochman, Probst & Jonas, P.A.

Firm/Company

3300 PGA Boulevard, Suite 500

Address

Palm Beach Gardens, FL 33410

City/State and Zip Code

andrew.m.winn@gmail.com

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

For further information concerning this matter, please call:

Elliot F. Hochman

Name of Person

at (561) 624-2110

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF

FW WPB 2012-5, LLC

A LIMITED LIABILITY COMPANY
(Pursuant to s. 607.407, Florida Statutes)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **Name.** The name of the limited liability company is **FW WPB 2012-5, LLC.**
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principal Office.** The mailing address and the street address of the principal office of the limited liability company is 1806 Laurel Lane, Lake Clarke Shores, FL 33406.
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. At the time of formation the initial managing member's name and address are as follows:

Initial Members:

Andrew Mac Kenzie Winn	William Egan Fedyna	Elisabeth A. Fedyna
1806 Laurel Lane	33 Union Square West, Apt 4R	33 Union Square West, Apt 4R
Lake Clarke Shores, FL 33406	New York, NY 10003	New York, NY 10003

8. **Additional Members.** The names and addresses of additional members(s) are as follows:

NONE

9. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10 **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company

11. **Effective Date.** The effective date shall be the date of filing of these Articles.

 **MANAGING MEMBER**

ANDREW MAC KENZIE WINN, Managing Member

(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, F.S.)

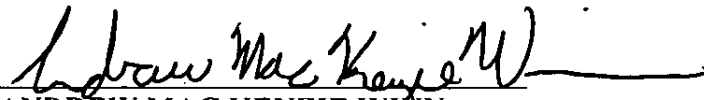
ANDREW MAC KENZIE WINN, Managing Member
Typed or printed name of Signee

**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 submits the following statement to designate a registered office and registered agent in the state of Florida.

1. **Name.** The name of the limited liability company is **FW WPB 2012-5, LLC.**
2. **Registered Office.** The address of the registered office of the limited liability company is 1806 Laurel Lane, Lake Clarke Shores, FL 33406.
3. **Registered Agent.** **ANDREW MAC KENZIE WINN**, by his signature below accepts appointment, to act as the Registered agent of **FW WPB 2012-5, LLC.**

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.


ANDREW MAC KENZIE WINN