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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

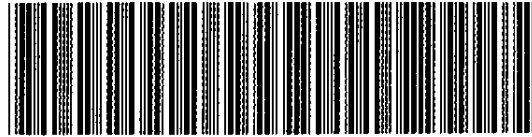
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2 Burch NOV 19 2013

James R. Brewster	
Requester's Name	
547 N. Monroe St. Ste. 203	
Address	
Tallahassee, FL 32301	
City/State/Zip	Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mexia Avenue, L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

MEXIA AVENUE, L.L.C.

{a Florida limited liability company}

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS

The name of this limited liability company (which is hereinafter called "the Limited Liability Company") and the mailing and street address of its initial office shall be:

Mexia Avenue, L.L.C.
108 West College Avenue
Tallahassee, Florida 32301

ARTICLE II. PURPOSE

Section 1. In addition to the powers authorized by the laws of the State of Florida, the purposes for which the Limited Liability Company is formed are:

- (a) To receive and ultimately liquidate a donation of real property located at **Mexia Avenue Tallahassee, Florida** to and for the sole (substantive) benefit of the Limited Liability Company's sole member, **THE FIRST BAPTIST CHURCH OF TALLAHASSEE, FLORIDA, INC.**, a Florida not-for-profit corporation and a Section 501(3)(c) tax-exempt organization;
- (b) To transact any other lawful business under the **Florida Limited Liability Company Act, Chapter 608, Florida Statutes**, including providing for and to its member(s) the privileges, rights, and immunities of limited liability companies;
- (c) To have the powers necessary to carry out its business and affairs as set forth in **Chapter 608, including but not limited to Section 608.404, Florida Statutes**, as amended; and/or
- (d) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, as the foregoing activities are merely examples and not limitations; and nothing herein shall be deemed as prohibiting the Limited Liability Company from extending its activities to any related or otherwise lawful business, **provided that the privileges, rights, and immunities of limited liability companies applies.**

Section 2. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting the Limited Liability Company to carry on any business, exercise any power or do any act which a limited liability company may not lawfully carry on, exercise or do under Florida Laws. These Articles should be construed so as to provide its member(s) with all the limitations on liabilities, as more fully set forth in Chapter 608, including but not limited to Sections 608.4227, 608.4228 and 608.462, Florida Statutes.

Section 3. Given the Limited Liability Company has only one member (i.e., a single member--THE FIRST BAPTIST CHURCH OF TALLAHASSEE, FLORIDA, INC.), the Limited Liability Company is disregarded as an entity separate from its single owner/member for tax purposes; and therefore, its activities likewise are, for tax purposes, to be treated in the same manner as a branch or division of the single owner/member.

ARTICLE III. DURATION

The Limited Liability Company shall not have perpetual existence, but rather shall exist until *December 31, 2099*, or until dissolved in an earlier manner provided by law or as provided in the regulations/operating agreement adopted by the member(s) from time to time.

ARTICLE IV. MANAGEMENT RESERVED TO THE MEMBERS

Section 1. Unless otherwise provided in the regulations/operating agreement, management of this limited liability company is reserved to its member(s), initially consisting of **one (1) member**, whose name and address is as follows:

THE FIRST BAPTIST CHURCH OF TALLAHASSEE, FLORIDA, INC.
108 West College Avenue
Tallahassee, Florida 32301

Section 2. All members shall be entitled to vote on all matters relating to the Limited Liability Company. All the Limited Liability Company powers shall be exercised by, under the authority of, or at the direction of, the members.

ARTICLE V. PLACE OF BUSINESS; REGISTERED AGENT

Section 1. The principal place of business for the Limited Liability Company shall be located at 108 West College Avenue, Tallahassee, Florida 32301, but the Limited Liability Company may establish and maintain its principal office at such other place within the State of Florida as may be determined by the members consistent with the Florida Limited Liability Company Act as the same is then in effect.

Section 2. The initial registered agent and office shall be:

James R. Brewster, Esquire
547 N. Monroe Street, Suite 203
Tallahassee, Florida 32301

ARTICLE VI.
AFFILIATED TRANSACTIONS/INDEMNIFICATION

Section 1. No contract or other transaction between the Limited Liability Company and any other person or member in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the members of the Limited Liability Company is or are interested in such, and any member or members, individual or jointly, may be a party or parties, to, or may be interested in any such contract or transaction of the Limited Liability Company or in which the Limited Liability Company is interested, and no contract, act or transaction of the Limited Liability Company with any person or persons, firm or other entity in the absence of fraud, shall be affected or invalidated by the fact that any member or members of the Limited Liability Company is a party or are parties to or interested in such contract, act or transaction, or is in any way connected with such person or persons, firm or other entity, and each and every person who may become a member of the Limited Liability Company is hereby relieved from any liability that might otherwise exist from thus contracting with the Limited Liability Company for the benefit of himself or any firm, association or other entity in which he may be interested. Any member of the Limited Liability Company may vote upon any contract or other transaction between the Limited Liability Company and any subsidiary or controlled company without regard to the fact that he is an interested party of such subsidiary or controlled company.

Section 2. The Limited Liability Company shall indemnify, including advancement of expenses, any and all of its members and former members, and any person who may have served at its request as a manager, owner, partner, agent, director or officer of another company or business in which it owns a capital interest, or of which it is a creditor, against the expenses actually and necessarily incurred by him/it/them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties by reason of being or having served in the aforesaid capacity(ies), except in relation to matters as to which any such person shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of his/its duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the regulations/operating agreement, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be otherwise entitled under the law (including without limitation Section 608.4229, Florida Statutes, as amended) or separate instrument.

ARTICLE VII.
AMENDMENT

These Articles may be amended from time to time by the unanimous vote of the members.

(The remainder of this page intentionally left blank)

The undersigned, UNDER PENALTIES OF PERJURY, certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida. We further certify that these Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

In witness whereof the undersigned being the original member(s) of the Limited Liability Company execute these Articles of Organization, this 18th day of November, 2012; and accordingly, hereby certify that this instrument constitutes the proposed Articles of Organization of Mexia Avenue, L.L.C.

SIGNATURE OF SINGLE MEMBER

THE FIRST BAPTIST CHURCH OF TALLAHASSEE, FLORIDA, INC.

BOARD OF TRUSTEES, FIRST BAPTIST
CHURCH OF TALLAHASSEE, FLORIDA, FOR
THE USE AND BENEFIT OF THE
CORPORATION

[Signature]
Signature of Witness #1

By: [Signature]
Chairman

Print Name: DENNIS M. JORGENSEN

108 West College Avenue
Tallahassee, Fl 32301

[Signature] STEVE WOFFORD
Printed Name of Witness #1

Attest: [Signature]
Secretary

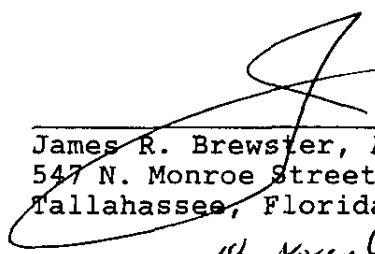
Print Name: Erik B. Eikeland

[Signature]
Signature of Witness #2

Lee Scarborough
Printed Name of Witness #2

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company, I hereby agree to act in this capacity at the place designated in these Articles, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and my obligations under Section 608.407, Florida Statutes.


James R. Brewster, Attorney
547 N. Monroe Street, Suite 203
Tallahassee, Florida 32301

Date: 18 November 2017

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TALLAHASSEE, FLORIDA

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