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**FLORIDA LIMITED LIABILITY CO.  
PHASE 2 PROPERTY, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
PHASE 2 PROPERTY, LLC**

**ARTICLE I  
Name**

The name of the limited liability company ("Company") is Phase 2 Property, LLC.

**ARTICLE II  
Address**

The initial mailing address of the Company's principal office is 518 72<sup>nd</sup> Street, Holmes Beach, Florida 34217. The initial street address of the Company's principal office is 518 72<sup>nd</sup> Street, Holmes Beach, Florida 34217.

**ARTICLE III  
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV  
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Kevin Carroll. The address of the Company's registered office in Florida is 518 72<sup>nd</sup> Street, Holmes Beach, Florida 34217.

**ARTICLE V  
Management**

A. The Company is to be managed by the Members. Each Managing Member is identified as follows:

Kevin Carroll, whose address is 518 72<sup>nd</sup> Street, Holmes Beach, Florida 34217.  
Sally Carroll, whose address is 518 72<sup>nd</sup> Street, Holmes Beach, Florida 34217.

B. Either Managing Member shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, except:

1. Without having first obtained the prior written consent of all of the Managing Members, no Managing Member shall cause or permit the Company to:

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- a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;
- b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or Regulations, or;
- c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;
- d. Hire, terminate, or modify the terms of employment of any Managing Member, or;
- e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;
- f. Invest in the debt or equity of any other person or entity, or;
- g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Managing Member shall not object in writing to any other Managing Member(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Managing Member shall be deemed to have consented to the other Managing Member(s)'s request.

2. Without having first obtained the prior written consent of all of the Managing Member(s), amend these Articles or the Operating Agreement of the Company to:

- a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or;
- b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Managing Member(s), or;
- c. Modify the duration of this Company, or;
- d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do or fail to do any act that is prohibited by a resolution of the

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**Members.**

If any Managing Member shall not object in writing to any other Managing Member(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Managing Member shall be deemed to have consented to the other Managing Member(s)'s request.

**ARTICLE VI**  
**Continuation of Business**

The remaining Member(s) of the Company have the right to continue the 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 Company.

**ARTICLE VII**  
**Profits and Losses Allocation**

Profits and losses will be allocated to the Member(s) in accordance with the Operating Agreement of the Company.

**ARTICLE VIII**  
**Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed the Managing Member(s), provided, however, that if a single individual is the sole Member and Managing Member, only that individual shall be required to sign said Articles of Amendment.

**ARTICLE IX**  
**Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence [upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Member(s) or an authorized representative of a Member has/have executed these Articles of Organization on this 27<sup>th</sup> day of November, 2013.

  
Kevin Carroll, Member

  
Sally Carroll, Member

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**CERTIFICATE OF DESIGNATED  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for Phase 2 Property, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, is: Kevin Carroll, 518 72<sup>nd</sup> Street, Holmes Beach, Florida 34217.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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.

Dated: November 27<sup>th</sup>, 2013.

  
Kevin Carroll, Registered Agent

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