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(Requestor's Name)

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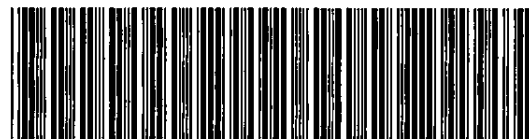
(Business Entity Name)

(Document Number)

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14 APR 15 AM 10:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 16 2014

T. BROWN

~~1111-18118~~



VIA FEDERAL EXPRESS  
AIRBILL NO.: 7982 6971 3039

March 19, 2014

Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: 506 Bahama Street, LLC

To Whom It May Concern:

In regards to the above-referenced LLC, enclosed herein please find the **ORIGINAL** Articles of Organization, along with a check in the amount of **ONE HUNDRED TWENTY-FIVE & 00/100<sup>ths</sup> DOLLARS (\$125.00)** to cover filing fees.

Sincerely,

Martyna Protopsaltis, Assistant to  
Richard M. Klitenick  
/mp

Enclosure as stated

c: client (w/encs.)



April 11, 2014

Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: 506 Bahama Street, LLC

To Whom It May Concern:

In regards to the above-referenced LLC, enclosed herein please find the corrected ORIGINAL Articles of Organization.

Sincerely,

Martyna Protopsalts, Assistant to  
Richard M. Klitenick  
/mp  
Enclosure as stated

c: client (w/encs.)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 24, 2014

RICHARD M KLITENICK, P.A.  
1009 SIMONTON STREET  
KEY WEST, FL 33040

SUBJECT: 506 BAHAMA STREET, LLC  
Ref. Number: W14000018668

We have received your document for 506 BAHAMA STREET, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Teresa Brown  
Regulatory Specialist II

Letter Number: 314A00006301

FILED

14 APR 15 AM 10:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

506 BAHAMA STREET, LLC

In order to form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.0201 of the laws of the State of Florida, WE do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112, the limited liability company's name shall be:

“506 BAHAMA STREET, LLC”

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when the Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §605.0201.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Street Address:

c/o IRWIN  
1014 Seminary Street  
Key West, FL 33040

Mailing Address:

c/o IRWIN  
1014 Seminary Street  
Key West, FL 33040

#### **ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this limited liability company's initial registered agent address in the State of Florida is: *1009 Simonton Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

**RICHARD M. KLITENICK, ESQ.**

#### **ARTICLE V - ADMISSION OF NEW MEMBERS**

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

#### **ARTICLE VI - CONTINUATION OF BUSINESS**

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

#### **ARTICLE VII - COMPOSITION OF MANAGEMENT**

This limited liability company shall be managed by One (1) Manager, **MICHAEL SCOTT IRWIN**, during his lifetime and no other person or individual shall have the right to manage this Limited Liability Company unless

MICHAEL SCOTT IRWIN, or his survivor, resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §605.0407 and shall be so managed by MICHAEL SCOTT IRWIN until he resigns, dies, or retires, or consents to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager of MICHAEL SCOTT IRWIN, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted Operating Agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company.

In accordance with the foregoing, the name and addresses of the Manager of this Limited Liability Company is:

Name of Manager

MICHAEL SCOTT IRWIN

Address

1014 Seminary Street  
Key West, FL 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 (or successor section) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Manager-managed company, the Manager shall have all of the rights afforded under Fla. Stat. § 605.0407 (or successor statute); and the rights afforded the Manager hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

**ARTICLE VIII - OWNERSHIP UNITS**

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units

outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

#### **ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY**

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company may engage in ownership, investment in, purchase, leasing, sale and improvement of real property and/or retail businesses, investments and other financial ventures, and any and all other lawful businesses.

#### **ARTICLE X - OPERATING AGREEMENT**

Upon the majority consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned Members of this limited liability company have



executed these Articles of Organization on this 18 day of March, 2014.

506 BAHAMA STREET, LLC,  
a Florida Limited Liability Company

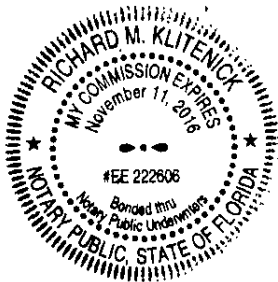
By: DocuSigned by:  
Michael Scott Irwin  
5100100002A540F  
MICHAEL SCOTT IRWIN

By: DocuSigned by:  
David Maxwell Irwin  
674299E921A7400  
DAVID MAXWELL IRWIN

STATE OF FLORIDA  
COUNTY OF MONROE

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared MICHAEL SCOTT IRWIN, and DAVID MAXWELL the signors who appeared before me at the time of this notarization, and are personally known to me or have produced N/A as identification are known to be the persons described in and who executed the foregoing instrument and they acknowledged to and before me that they executed said instrument for the purposes therein expressed, All pursuant to Chapter 668, F.S.

WITNESS my hand and official seal on this 18 day of March, 2014.



[Signature]  
Notary Public-State of Florida

MSM  
9/10/14

DW  
9/10/14

**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections ~~608.415~~ and 48.061, Florida Statutes, the following is submitted:

608.0113

That **506 BAHAMA STREET, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the city of Key West, FL, has named **RICHARD M. KLITENICK, ESQ.**, as its agent to accept service of process.

**506 BAHAMA STREET, LLC,**  
a Florida Limited Liability Company

By: DocuSigned by:  
Michael Scott Irwin  
512D188000A540F  
**MICHAEL SCOTT IRWIN**  
Manager & Member  
March 18, 2014

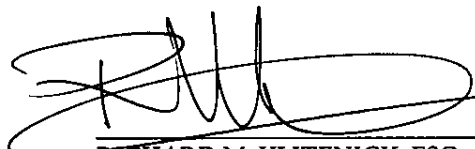
By: DocuSigned by:  
David Maxwell Irwin  
E75205E027A14AA  
**DAVID MAXWELL IRWIN**  
Member  
March 18, 2014

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter ~~608~~ of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Amended and Restated Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

608-MS  
DW  
9/10/14

**REGISTERED AGENT:**

  
**RICHARD M. KLITENICK, ESQ.**  
March 18, 2014