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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Gulligan

JUL-23 2014



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 7, 2014

ANDREW J HUPP
907 S. FT. HARRISON AVENUE, SUITE 102
CLEARWATER, FL 33756

SUBJECT: HB RETAIL LAKE MARY, LLC
Ref. Number: W14000041677

We have received your document for HB RETAIL LAKE MARY, 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.

Neysa Culligan
Regulatory Specialist II

Letter Number: 114A00014556

HB RETAIL LAKE MARY, LLC
907 S. Ft. Harrison Avenue, Suite 102
Clearwater, Florida 33756

July 21, 2014

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Subject: HB RETAIL LAKE MARY, LLC

Gentlemen:

The enclosed Articles of Organization and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following:

Andrew J. Hupp
HB Retail Lake Mary, LLC
907 S. Ft. Harrison Avenue, Suite 102
Clearwater, Florida 33756
Email: rosalie@hupprealty.com

For further information concerning this matter, please call:
Rosalie Gallina at (727) 210-1900.

Enclosed is a check for the following amount:

<input type="checkbox"/> \$125.00 Filing Fee	<input type="checkbox"/> \$130.00 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$155.00 Filing Fee & Certified Copy (additional copy enclosed)	<input type="checkbox"/> \$160.00 Filing Fee & Certificate of Status & Certified Copy (additional copy enclosed)
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Sincerely yours,

Andrew J. Hupp

*you already have a check
for \$125.00. We are enclosing
a check for \$30.00 for the
difference. Thank you.*

**ARTICLES OF ORGANIZATION
OF
HB RETAIL LAKE MARY, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the charter and for the conduct of business of the limited liability company.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be:

HB RETAIL LAKE MARY, LLC

**ARTICLE II
ADDRESS**

Principal Office Address:

907 S. Ft. Harrison Avenue
Suite 102
Clearwater, Pinellas County, FL 33756

Mailing Address:

907 S. Ft. Harrison Avenue
Suite 102
Clearwater, Florida 33756

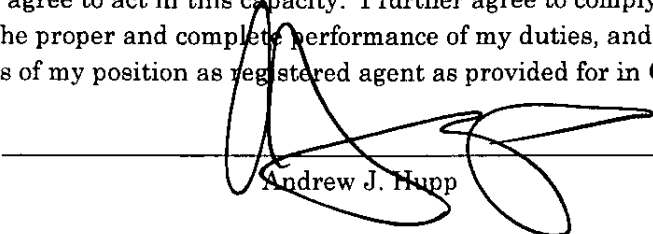
However, it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE**

The name and address of the registered agent of the limited liability company are:

Andrew J. Hupp
907 S. Ft. Harrison Avenue, Suite 102,
City of Clearwater,
County of Pinellas,
State of Florida 33756

Having been named as registered agent and to accept service of process for the above stated limited liability company at a 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 as provided for in Chapter 605, F.S.



Andrew J. Hupp

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TALLAHASSEE, FLORIDA

ARTICLE IV

The name and address of each person authorized to manage and control the Limited Liability Company are:

<u>Title</u>	<u>Name and Address</u>
MGR/AMBR	ANDREW J. HUPP 907 S. Ft. Harrison Avenue, Suite 102 Clearwater, FL 33756
MGR/AMBR	JUSTIN BASIL 2419 W. Kennedy Blvd., Suite 100 Tampa, FL 33603

ARTICLE V

Effective date, if other than the date of filing is N/A.

ARTICLE VI

PURPOSE AND POWERS

In addition to the power authorized by the laws of the State of Florida for the limited liability companies, the general nature of the business or businesses to be transacted, and which the limited company is authorized to transact, shall be as follows:

1. To engage in any activity business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying any kind of business of a similar nature to that which the limited liability company is authorized to carry on, pursuant to the provision of these Articles. In addition, to hold, utilize, and in an manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or furtherance of any of the powers set forth in these articles, either alone or association with others incidental or pertaining to, or going out of, or connected with its business or power, provided the same shall not be inconsistent with the laws of the State of Florida.
- A. The Several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference from the term of any other clause. They shall be regarded as independent purpose and powers.
 - B. Nothing contained in these articles shall be deemed or construed as authorized or permitted, or purporting to authorized or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under law of the State of Florida, lawfully carry on, exercise, or do.
 - C. All limited company powers shall be excised under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the Managers of this limited liability company. This article may be amended from time to time as provided for in the Regulations and Operating Agreement of the limited liability company by a seventy (70%) percent vote of the Members of the limited liability company.

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new Members as set forth in the Regulations and Operating Agreement of the limited liability company. Contribution required of new Members shall be determined as of the time of admission to the limited liability company.

- A. Except as provided in paragraph "C" below, a Member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of the Manager(s), if any, and if none, then with the consent of fifty-one percent (51%) of the Members.

- B. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a Member in the limited liability company, the remaining Members shall have the right to continue the business with the consent of thirty percent (30%) of the remaining Members. On the Death of a Member, such Member's interest may be dealt with and/or pass as provided in Exhibit B attached hereto and the Regulations and Operating Agreement.

In accordance with section 6.05.0203 (1)(b) 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 J. Hupp



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