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(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

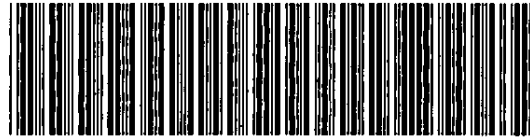
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2015 FEB 19 PM 12:00  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

N. Gungor FEB 19 2015

**Burandt, Adamski & Feichthaler, PL**  
*Attorneys and Counselors at Law*

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February 11, 2015

Secretary of State  
Divisions of Corporations  
PO Box 6327  
Tallahassee, FL 32314

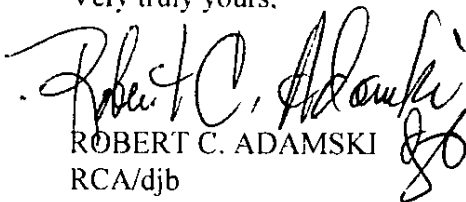
RE: Amstate Holdings, LLC

Dear Sir or Madam:

Please accept the enclosed original and one copy of a Articles of Organization that are in compliance with the Revised Limited Liability Company Act, Chapter 605, F.S. for filing. Enclosed also is a copy of your February 4, 2015 letter.

Thank you for your assistance in this matter.

Very truly yours,



ROBERT C. ADAMSKI  
RCA/djb  
Enclosure



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 4, 2015

BURANDT, ADAMSKI & FEICHTHALER, PL  
1714 CAPE CORAL PARKWAY  
CAPE CORAL, FL 33904

SUBJECT: AMSTATE HOLDINGS, LLC  
Ref. Number: W14000072479

RECEIVED  
15 FEB 19 AM 10:00  
DIVISION OF CORPORATIONS  
BUREAU OF CORPORATE  
INFORMATION SERVICES

We have received your document for AMSTATE HOLDINGS, 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):

The name of the entity must be identical throughout the document.

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: 914A00025610

2/11/15 The Articles have been corrected.

## **Amstate Holdings, LLC**

### **ARTICLES OF ORGANIZATION**

The undersigned certifies that the members named herein have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statutes Chapter 605, 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 Articles of Organization and authority for the conduct of business of the limited liability company.

#### **ARTICLE I NAME**

The name of this Limited Liability Company is **Amstate Holdings, LLC**

#### **ARTICLE II FORMATION**

This Company is formed upon filing of these Articles of Organization with the Florida Department of State.

#### **ARTICLE III PRINCIPAL PLACE OF BUSINESS**

The principal office address and mailing address of this Company is **4600 Summerlin Road, Suite C-2-466, Fort Myers, FL 33919**, and the Company shall have the power and authority to relocate the principal office within the State of Florida and to establish branch offices at any other place or places as the members may designate.

#### **ARTICLE IV DURATION**

This limited liability company shall have perpetual existence until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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2015 FEB 19 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V  
MEMBERS AND MANAGEMENT**

The members of the company are:

**Morey Payami (51%)  
4600 Summerlin Road, Suite C-2-466  
Fort Myers, FL 33919**

**Molendia Kay Payami (49%)  
4600 Summerlin Road, Suite C-2-466  
Fort Myers, FL 33919**

This limited liability company shall be a manager-managed company. The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

**Name and Address:**

**MGR (Manager)**

**Morey Payami  
4600 Summerlin Road, Suite C-2-46  
Fort Myers, FL 33919**

**ARTICLE VI  
ADMISSION OF MEMBERS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited company.

A member's interest in the liability company may not be assigned, sold or otherwise transferred except under the terms of the Articles of Organization and the Operating Agreement of the Company.

**ARTICLE VII  
BUSINESS CONTINUITY**

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 on unanimous consent of the remaining members.

**ARTICLE VIII  
PROFITS AND LOSSES**

The sharing of profits and losses shall be in the manner provided by law and according to duly adopted Operating Agreement of the Company and Florida law.

**ARTICLE IX  
POWERS OF THE COMPANY**

This Company shall have all powers allowed under Florida statutes, Chapter 605, and otherwise allowed by the laws of the State of Florida and the United States of America

This Company is further authorized to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, goals, and interests of the Company.

**ARTICLE X  
EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of a manager elected by the members holding at least a majority in interest of the limited liability company. These Articles of Organization may be amended only with the written consent of the members holding at least a majority in interest of the limited liability company.

These Articles of Organization may be amended only in writing. No oral amendments shall be valid and shall be void. Amendments to the Articles of Organization may be made by a majority of the Members holding an interest in the Company may not dilute the interest of any Member without his or her written consent to the specific terms of the transaction.

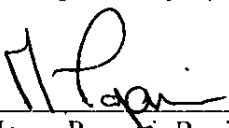
**ARTICLE XI  
REGISTERED AGENT, REGISTERED OFFICE &  
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

**Morey Payami**  
(Name)

**4600 Summerlin Road, Suite C-2-466,**  
**Fort Myers, FL 33919.**  
(Florida street address)

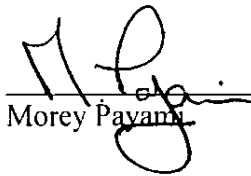
*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 605, F.S.*

  
\_\_\_\_\_  
Morey Payami, Registered Agent

### EXECUTION OF ARTICLES

The undersigned, being the Members of this Limited Liability Company, for the purpose of formation of the Company in accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. We are 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.

Dated: January 27, 2015.

  
\_\_\_\_\_  
Morey Payami

  
\_\_\_\_\_  
Molendia Kay Payami

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2015 FEB 19 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA