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15 APR - 7 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 21 2015  
J. G. Myers

**ARTICLES OF ORGANIZATION  
OF  
PORTFOLIO PROPERTIES AND ESTATES, L.L.C.**

**ARTICLE I – NAME**

The name of the limited liability company is Portfolio Properties and Estates, L.L.C., ("company").

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:  
205 Palmetto Road  
Belleair, Florida 33756

Mailing Address:  
205 Palmetto Road  
Belleair, Florida 33756

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

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

Kerryn Ellson  
205 Palmetto  
Belleair, Florida 33756

*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.*

  
\_\_\_\_\_  
Kerryn Ellson

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18.12 **Counterparts.** This Agreement may be executed in any number of counterparts with the same effect as if all signing parties had signed the same instrument.

## **ARTICLE XIX NOTICES**

19.01 **Compliance with Regulation D of the Securities Act of 1933.** THE OWNERSHIP INTERESTS THAT ARE THE SUBJECT OF THIS COMPANY AGREEMENT HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS. THE INTERESTS MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED, TRANSFERRED, OR OTHERWISE DISPOSED OF UNTIL THE HOLDER THEREOF PROVIDES EVIDENCE SATISFACTORY TO THE MEMBERS (WHICH, IN THE DISCRETION OF THE MEMBERS, MAY INCLUDE AN OPINION OF COUNSEL) THAT SUCH OFFER, SALE, PLEDGE, TRANSFER, OR OTHER DISPOSITION WILL NOT VIOLATE APPLICABLE FEDERAL OR STATE SECURITIES LAWS. THE OWNERSHIP INTERESTS THAT ARE THE SUBJECT OF THIS COMPANY AGREEMENT ARE SUBJECT TO RESTRICTIONS ON THE SALE, PLEDGE, TRANSFER, OR OTHER DISPOSITION AS SET FORTH IN THIS COMPANY AGREEMENT.

19.02 **Notice to Members.** By executing this Agreement, each Member acknowledges that it has actual notice of all of the provisions of this Agreement, including, without limitation, the restrictions on the transfer of Membership Interests set forth in this Agreement, and all of the provisions of the Articles of Organization. Except as otherwise expressly provided by law, each Member hereby agrees that this Agreement constitutes adequate notice of any notice requirement under Chapter 679 of the Florida Statutes, the Uniform Commercial Code - Secured Transactions, and each Member hereby waives any requirement that any further notice thereunder be given.

**IN WITNESS HEREOF,** the Members have executed this Company Agreement, as of the Effective Date.

**MEMBER:**



Kerry Ellson

Date signed: December 29, 2014

#### ARTICLE IV - MANAGERS OR MEMBERS

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

Title:

"MGR" = Manager

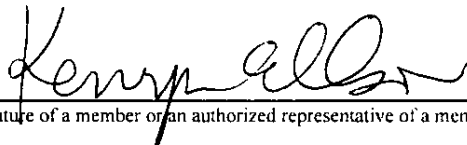
"AMBR" = Authorized Member

Name and Address:

AMBR

Kerryn Ellson  
205 Palmetto Road  
Belleair, Florida 33756

#### REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 605.205(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Kerryn Ellson

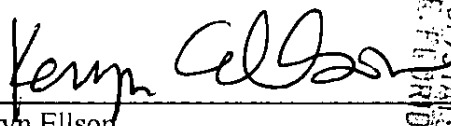
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY Portfolio Properties and Estates,  
L.L.C., SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED  
OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is Portfolio Properties and Estates,  
L.L.C..
2. The name and the Florida street address of the registered agent and office are:  
Kerryn Ellson  
205 Palmetto, Belleair, Florida 33756 (Post office box is NOT acceptable.)

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, Florida Statutes.

  
\_\_\_\_\_  
Kerryn Ellson  
Registered Agent

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HILLSBORO, FLORIDA