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**FLORIDA LIMITED LIABILITY CO.**

**Carmen 5423, LLC**

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## ARTICLES OF ORGANIZATION of CARMEN 5423, LLC

These Articles of Organization are adopted for the purpose of forming a limited liability company under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

### ARTICLE ONE: NAME

The name of the Company is Carmen 5423, LLC.

### ARTICLE TWO: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Company shall be located at 1605 Main St., No. 1014, Sarasota, FL 34236, and its mailing address shall be the same as its principal office address, until and unless such principal office location or mailing address is subsequently changed by the Company. The Company may also establish and maintain any other locations or mailing addresses as is determined by the Company to be appropriate.

### ARTICLE THREE: COMMENCEMENT AND DURATION

The Company shall commence its existence on 11 May 2015.

### ARTICLE FOUR: OPERATING AGREEMENT

The Company shall adopt an Operating Agreement by affirmative unanimous vote or consent of all the Members of the Company, which may thereafter be amended or repealed only in accordance with the terms thereof. The Operating Agreement must be in writing and shall be signed by all Members, establishing their consent thereto.

### ARTICLE FIVE: MEMBERSHIP

The initial Members of the Company are those one or more persons or entities joining in execution of the Operating Agreement, each such Member having the percentage, proportion, or fractional part specified therein, referred to as a Membership Interest. The initial Members authorize the undersigned signatory of these Articles of Organization to submit the same for filing with the Florida Department of State, as their authorized representative.

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Additional Members shall be admitted to the Company only in accordance with the Operating Agreement. No Membership Interest may be transferred and no additional Members shall be admitted to the Company except as specifically set forth in the Operating Agreement and in strict compliance therewith.

#### ARTICLE SIX: MANAGEMENT

The Company shall be a manager-managed Company and it shall be managed by one or more Managers appointed by the Members in accordance with the Operating Agreement. Until and unless changed by the Members in accordance with the Operating Agreement, the Company shall have one initial Manager and that Manager is Fred Calabrese, whose address is 1605 Main St., No. 1014, Sarasota, FL 34236. The initial Manager may be removed and other or additional Managers appointed by the Members in accordance with the Operating Agreement; provided, however, that the Company shall always have at least one Manager.

If the Company at any time has more than one Manager, then any one Manager may be designated in the Operating Agreement or by resolution of the other Managers to be the "Reporting Manager" for the purpose of complying with §605.0212(e) of the Florida Revised Limited Liability Company Act.

#### ARTICLE SEVEN: REGISTERED OFFICE AND AGENT

The Registered Office of the Company is at 3908 26th St W, Bradenton, FL 34205, and the Registered Agent at that address is Agency Agents, LLC, a Florida limited liability company. The Company may subsequently change either or both the Registered Office and Registered Agent from time-to-time hereafter.

#### ARTICLE EIGHT: AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only upon the affirmative unanimous vote or consent thereto of all the Members.

*In Witness Whereof*, these Articles of Organization are executed on 11 May 2015 by Marc H. Feldman, as authorized representative for the initial Member or Members of the Company.



Marc H. Feldman

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## ACCEPTANCE OF APPOINTMENT

*as*

## REGISTERED AGENT

Agency Agents, LLC, a Florida limited liability company, hereby accepts its appointment as Registered Agent for Carmen 5423, LLC, a Florida limited liability company, and will maintain the Registered Office of the Company in Manatee County, Florida, at 3908 26th St W, Bradenton, FL 34205.

Agency Agents, LLC, is familiar with and accepts the obligations imposed upon it as Registered Agent under Florida law.

Dated: 11 May 2015.



Agency Agents, LLC,  
a Florida limited liability company,

by: \_\_\_\_\_

Marc H. Feldman, Manager

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