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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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May 28, 2015

Secretary of State  
State of Florida  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

RE: 1014 43<sup>rd</sup> Terrace, LLC

Dear Sir or Madam:

With regard to the above matter, please find enclosed original and one copy of Articles of Organization which I would appreciate your filing. I also enclose check in the amount of \$125.00 to the filing and registered agent fee.

Please return a filed copy.

Thank you for your assistance in this matter.

Very truly yours,



ROBERT C. ADAMSKI

RCA:djb

Enc.

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**1014 43rd Terrace, LLC**

**ARTICLES OF ORGANIZATION**

The undersigned certifies that the person or persons 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 608, 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 **1014 43rd Terrace, 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 mailing address and the street address of the principal office of this Company is **801 NW 38<sup>th</sup> Avenue, Cape Coral, Florid 33993**, 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.

**ARTICLE V  
MEMBERS AND MANAGEMENT**

The members of the company are: **Luflaw Investments, Inc, a Canadian corporation, holding 90%, and Christopher D. Lally, an individual, holding 10%.**

This limited liability company shall be a manager-company. The member-managers are **Sam Luft and Christopher D. Lally.**

**ARTICLE VI  
ADMISSION OF MEMBERS**

Members shall have the right to admit new members only by unanimous consent of the existing members. 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 608, and otherwise allowed by the laws of the State of Florida and the United States of America

This Company if 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  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **5793 Cape Harbor Drive, #720, Cape Coral, Florida 33914**. The name of the company's initial registered agent at that address is **Christopher D. Lally**.

EXECUTION OF ARTICLES

IN WITNESS WHEREOF, the undersigned, being the members of this Limited Liability Company, for the purpose of formation of the Company as herein provided under the laws of the State of Florida, does make, under the penalties of perjury, subscribe, acknowledge

and file the foregoing Articles of Organization, hereby certifying the facts herein above to be true, all being done on May 28, 2015.

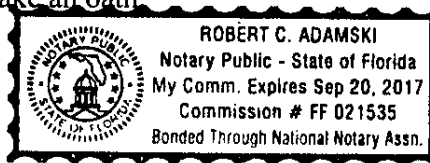
*Christopher D. Lally*

Christopher D. Lally

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me on May 28, 2015, by **Christopher D. Lally**, who are personally known to me or who have produced \_\_\_\_\_ as identification and who did (did not) take an oath.

*Robert C. Adamski*  
Notary Public



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, having been named to act as Registered Agent of the limited liability company known as **1014 43rd Terrace, LLC** to accept service of process at **5793 Cape Harbor Drive, #720, Cape Coral, Florida 33914**, does hereby accept the appointment as Registered Agent of said Company, and states that he is familiar with the obligations of the position, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties.

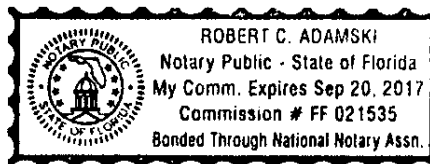
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*Robert C. Adamski*  
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C:\LO\Corp\LLC - Articles and Operating Agreement - 1014 43rd Terrace LLC.wpd