

Division of Corporations

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Email Address: NICK.ASMA@ASMA.PA.COM

**FLORIDA LIMITED LIABILITY CO.**  
**Dowling Florida Holdings LLC**

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**ARTICLES OF ORGANIZATION**  
**OF**  
**DOWLING FLORIDA HOLDINGS, LLC**

The undersigned certifies that the members described herein have associated themselves 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. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I - NAME**

The name of the limited liability company shall be DOWLING FLORIDA HOLDINGS, LLC.

**ARTICLE II - ADDRESS**

The principal office shall be located at 1455 Lakeshore Road Suite 201, South, Burlington, Ontario L7S-2J1. The mailing address of the entity shall be the same. The entity 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**

The address of the initial registered office of the limited liability company is 884 South Dillard Street, Winter Garden Florida 34787 and the name of the company's initial registered agent at that address is C. Nick Asma.

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#### **ARTICLE IV - MANAGEMENT**

This limited liability company shall be managed by its members. The name and address of the initial member is as follows:

**James Dowling 1386 Winterberry Drive Burlington Ontario L7P 4T6**

#### **ARTICLE V - PURPOSES AND POWERS**

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

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and 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 on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with 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.

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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, 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 purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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 to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any

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business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### **ARTICLE VI - EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### **ARTICLE VII - MEMBERSHIP RESTRICTIONS**

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 liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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 - DURATION**

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

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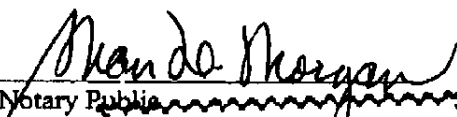
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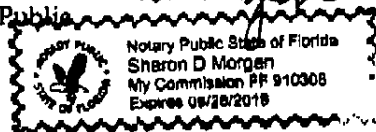
The undersigned certifies that this instrument constitutes the proposed Articles of Organization of the above named limited liability company.

  
C. Nick Asma, Esquire

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared C. Nick Asma Esquire, personally known to me or who produced \_\_\_\_\_ as identification and who executed the foregoing Articles of Organization, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth herein. WITNESS my hand and official seal in the County and State aforesaid this 9 day of October, 2015.

  
Notary Public



*Having been named as Registered Agent for the above stated Organization and to accept service of process at the place designated in these Articles, 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 608, F.S.*

  
C. Nick Asma

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