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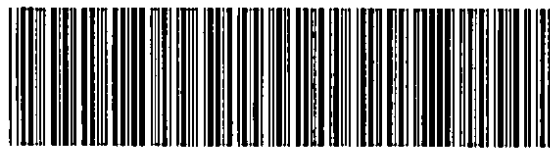
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FILED
2022 MAY 20 PM 4:32
FBI - BOSTON

Amended & Restated

JUL 05 2022

D CUSHING

HAROLD E. WOLFE, JR., P.A.

ATTORNEY AND COUNSELORS AT LAW

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WEST PALM BEACH, FLORIDA 33409-3006

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HAROLD E. WOLFE, JR. *

* ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

May 19, 2022

* FLORIDA BAR BOARD

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AND ESTATES ATTORNEY

BY UPS

New Filing Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
2022 MAY 20 PM 4:28
SECRETARY OF
STATE
TALLAHASSEE, FL

RE: Amended and Restated Articles of Organization of Kunzler & Kunzler Key West LLC

Dear Sirs:

Our client, a Limited Liability Company, Kunzler & Kunzler Key West, LLC, is admitting new members to the Limited Liability Company. Accordingly, we enclose an original and photocopy (for date-stamping) of the following with the Department of State:

Amended and Restated Articles of Organization of Kunzler & Kunler Key West, LLC:

We enclose our check in the total amount of \$87.50 representing the filing fee and certified copy. Also enclosed is a self-addressed, stamped envelope for the return of the date-stamp copy of the Articles.

If there is any other information or documentation needed, please so notify us. If there are other questions, please feel free to call us.

Very truly yours,

Harold E. Wolfe, Jr.

HEW:ejn

Enclosures

cc: Mr. and Mrs. Kunzler

AMENDED AND RESTATED **FILED**
ARTICLES OF ORGANIZATION 2022 MAY 20 PM 4:32
OF SECRETARY OF STATE
KUNZLER & KUNZLER KEY WEST, LLC

We, the undersigned, pursuant to Fla. Stat. §605.0202, hereby amend and restate the Articles of Organization of KUNZLER & KUNZLER KEY WEST, LLC, which were previously filed with the Florida Department of State on September 16, 2016, and such amended and restated Articles of Organization for such limited liability company shall hereinafter read as follows:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §§605.0112 and 605.0201(2)(a), the limited liability company's name shall be "KUNZLER & KUNZLER KEY WEST, LLC".

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence began on September 16, 2016 and shall continue when these Amended and Restated Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §§605.0201(4) and 605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Mailing and Street Address:

415 Margaret Street
Key West, Florida 33040

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's registered address in the State of Florida is 1009 Simonton Street, Key West, Florida 33040. The name of the registered agent at such registered office is Richard M. Klitenick, Esq. The written acceptance of the Company's initial registered agent as required under Fla. Stat. §605.0201(2)(c) is affixed to the end of these Articles.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof. In accordance with Fla. Stat. §605.0403(5)(or successor section), any Member who fails to make a required capital contribution under the terms of the Operating Agreement shall forfeit such defaulting Member's membership interest and such individual shall not become a Member of this limited liability company.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the duration set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager-managed company for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605 of the Florida Statutes. This limited liability company shall be managed, as a Manager-managed limited liability company, by two (2) Managers, RHODA KUNZLER and JENNIFER KUNZLER, during their lifetime and no other persons or individuals shall have the right to so manage this limited liability company unless all of such Managers resign, die, voluntarily retire or consent in writing to a successor Manager; provided, however, that the two (2) aforesaid Managers may privately modify management among themselves in accordance with a written document executed by all of them. All decisions by Managers shall be made on a unanimous basis. In exercising their duties as Managers, the Managers shall be bound by their fiduciary duties to all Members hereunder. Accordingly, this limited liability company is to be a Manager-managed company as set forth in Fla. Stat. §§605.0407(1)(a) and 605.0201(3)(a) and shall be so managed by RHODA KUNZLER and JENNIFER KUNZLER, until all have resigned, died, or retired, or consented to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager, of RHODA KUNZLER and JENNIFER KUNZLER in such event, a

successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this limited liability company. In accordance with the foregoing, the names and addresses of the Manager of this limited liability company is:

| <u>Name of Manager</u> | <u>Address</u> |
|-------------------------------|---|
| RHODA KUNZLER | 415 Margaret Street Key West, Florida 33040 |
| JENNIFER KUNZLER | 166 Flint Street Asheville, North Carolina 28801 |

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or §605.0404(2) (or successor section) the Manager shall have sole discretion in making decisions to make distributions to members from this limited liability company. Furthermore, since such limited liability company is to be a manager-managed company, the Manager herein named shall have all the rights afforded under Fla. Stat. §605.0407(3) (or successor statute); and the rights afforded to the Manager hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

ARTICLE VIII – OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that

percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount specified in the Operating Agreement or as specified in Fla. Stat. §605.0404 if the Operating Agreement is silent as to that matter.

ARTICLE IX – PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605 of the Florida Statutes. Additionally, this limited liability company shall engage in the business of ownership and investment in purchasing, leasing, sale and improvements of real property and/or retail business, investments or other financial ventures and all other lawful businesses.

ARTICLE X - STATEMENT OF AUTHORITY

This limited liability company may file a statement of authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI - OPERATING AGREEMENT

This limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors (except as provided in Article VIII hereof), shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Such Operating Agreement shall comply with provisions of Fla. Stat. §§605.0105 and 605.0106; provided, however, that any amendment or alternation of the

Operating Agreement of this limited liability company shall strictly comply with any amendment procedure contained in the Operating Agreement unless all Members unanimously otherwise agree in writing. The provisions of Chapter 605 of the Florida Statutes entitled the "Florida Revised Limited Liability Company Act" shall govern this limited liability company except to the extent overridden by specific provisions of any Operating Agreement then governing this limited liability company.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 26th day of April, 2022.

KUNZLER & KUNZLER KEY WEST, LLC

**THE REVOCABLE TRUST OF RHODA
KUNZLER DATED MARCH 24, 2016**

BY: 
RHODA KUNZLER, its Trustee


JENNIFER KUNZLER

**THE REVOCABLE TRUST OF PETER
KUNZLER DATED MARCH 24, 2016**

BY: 
PETER KUNZLER, its Trustee


MARK KUNZLER

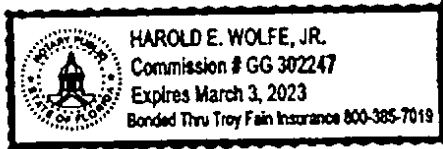
STATE OF FLORIDA)

) SS:

COUNTY OF MONROE)

I HEREBY CERTIFY that on this 20th day of April, 2022, before me, an officer duly authorized to administer oaths and take acknowledgments in the state and county aforesaid, the foregoing instrument was acknowledged by means of ☒ physical presence or ☐ online notarization by RHODA KUNZLER, as Trustee of the Revocable Trust of Rhoda Kunzler dated March 24, 2016 ☒ who is personally known to me. or ☐ who has produced _____ as identification, and she acknowledged to me that she executed this document freely and voluntarily for the purposes herein expressed.

(SEAL)



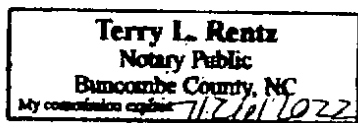
Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

COUNTY OF BUNCOMBE)

I HEREBY CERTIFY that on this 5th day of May, 2022, before me, an officer duly authorized to administer oaths and take acknowledgments in the state and county aforesaid, the foregoing instrument was acknowledged by means of ☐ physical presence or ☐ online notarization by JENNIFER KUNZLER, ☐ who is personally known to me, or ☒ who has produced NC DMV as identification, and she acknowledged to me that she executed this document freely and voluntarily for the purposes herein expressed.

(STAMP/SEAL)

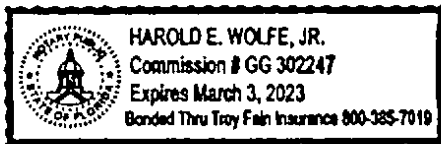


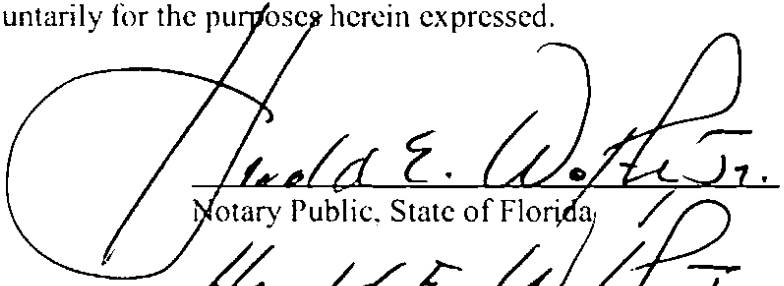
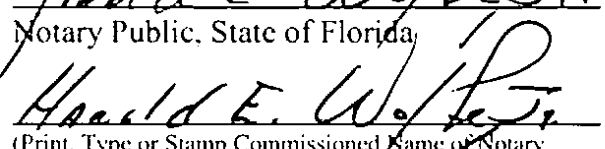

Notary Public-State of North Carolina

STATE OF FLORIDA)
) ss:
COUNTY OF MONROE)

I HEREBY CERTIFY that on this 20th day of April, 2022, before me, an officer duly authorized to administer oaths and take acknowledgments in the state and county aforesaid, the foregoing instrument was acknowledged by means of ☒ physical presence or ☐ online notarization by PETER KUNZLER, as Trustee of the Revocable Trust of Peter Kunzler dated March 24, 2016 ☒ who is personally known to me, or ☐ who has produced _____ as identification, and he acknowledged to me that he executed this document freely and voluntarily for the purposes herein expressed.

(SEAL)




Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

STATE OF CONNECTICUT)

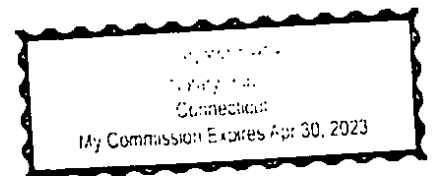
COUNTY OF HARTFORD) ss: Glastonbury

I HEREBY CERTIFY that on this 7 day of May, 2022, before me, an officer duly authorized to administer oaths and take acknowledgments in the state and county aforesaid, the foregoing instrument was acknowledged by means of ☒ physical presence or ☐ online notarization by MARK KUNZLER, ☐ who is personally known to me, or ☒ who has produced CT Drivers License as identification, and he acknowledged to me that he executed this document freely and voluntarily for the purposes herein expressed.

(SEAL)

[Signature]
Notary Public, State of Connecticut

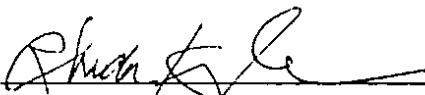
[Signature]
(Print, Type or Stamp Commissioned Name of Notary Public)





**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 605.0113, Florida Statutes, the following is submitted:

That **KUNZLER & KUNZLER KEY WEST, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the County of Monroe, State of Florida, has named **RICHARD M. KLITENICK, ESQ.**, as its agent to accept service of process.

Signature: 
**RHODA KUNZLER, as Trustee of the
Revocable Trust of Rhoda Kunzler**
Title: Member
Date: 4/20/2022, 2022

Signature: 
JENNIFER KUNZLER
Title: Member
Date: 5/3, 2022

Signature: 
**PETER KUNZLER, as Trustee of the
Revocable Trust of Peter Kunzler**
Title: Member
Date: 4/20/2022, 2022

Signature: 
MARK KUNZLER
Title: Member
Date: 5/1/22, 2022

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes and Florida Statutes §605.0113, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

A handwritten signature in black ink, appearing to read 'R. Klitenick', is written over a horizontal line.

RICHARD M. KLITENICK

DATE: 5/12/2022 2022