

L16000186982

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H16000247957 3)))



H160002479573ABC8

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
Account Number : 071005001001
Phone : (727)441-8966
Fax Number : (727)442-8470

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: jmm@macfar.com

**FLORIDA LIMITED LIABILITY CO.
Where's Will Property Holdings, LLC**

Certificate of Status		0
Certified Copy		0
Page Count		9
Estimated Charge		\$125.00

RECEIVED

16 OCT -7 PM 12:46

FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 OCT -7 PM 1:50

FILED

[Electronic Filing Menu](#)

[Corporate Filing Menu](#)

[Help](#)

D O'KEEFE
OCT 10 2016

950-617-6381

10/6/2016 8:59:31 AM PAGE

1/001 Fax Server



October 6, 2016

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)

SUBJECT: WHERE'S WILL PROPERTY HOLDINGS, LLC
REF: W16000068530

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason
Regulatory Specialist II

FAX Aud. #: H16000247957
Letter Number: 516A00021507

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 OCT -7 PM 1:50

FILED

P.O BOX 6327 - Tallahassee, Florida 32314

(((H1600024/05/ 2)))

**ARTICLES OF ORGANIZATION
OF
WHERE'S WILL PROPERTY HOLDINGS, LLC**

The undersigned hereby certifies that it has formed a limited liability company under the State of Florida.

**ARTICLE I
Name**

The name of the limited liability company shall be **WHERE'S WILL PROPERTY HOLDINGS, LLC.**

ARTICLE II

The mailing address for the limited liability company is: P.O. Box 465, Ozona, FL 34663. The principal office of the limited liability company is located at 397 Grand Bay Drive, Palm Harbor, FL 34683.

**ARTICLE III
Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by operating agreement adopted by the Members of the limited liability company.

Prepared by: J. Matthew Marquardt, Esq.
P. O. Box 1669
Clearwater, FL 33757
(727) 441-8966
Fla. Bar No.

FILED
16 OCT - 7 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida or elsewhere as authorized.

ARTICLE V
General Powers

The limited liability company shall have the power to:

(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.

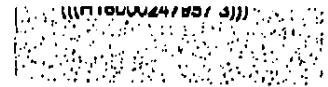
(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds, or other



obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.

(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

(h) Make and alter an operating agreement not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a Member or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

(k) Cease its activities and surrender this Certificate of Organization.

(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(m) Transact any lawful business which the Members find to be in aid of governmental policy.

(n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its employees.

(o) Be a promoter, incorporator, general partner, limited partner, Member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(p) Have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE VI **Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 200, Clearwater, FL 33756 and the initial registered agent at such address is J. Matthew Marquardt. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605.0114, Florida Statutes. J. Matthew Marquardt, is specifically authorized to sign and file such Affidavits as may be required under Section 605.0201, Florida Statutes.

ARTICLE VII **Management**

The management of the limited liability company shall be vested in at least one manager. The Manager(s) shall have the powers granted to them in the operating agreement. The initial managers of the limited liability company are Thomas James Seibert, whose mailing address is P.O. Box 465, Ozona, FL 34663, and Richard Paul Semancik, whose mailing address is P.O. Box 465, Ozona, FL 34663.

ARTICLE VIII
Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of the majority of the remaining Members' interests. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts authorized by the limited liability company and executed by such Member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

ARTICLE IX
Restrictions on Membership

No new members shall be admitted to the limited liability company except as provided in the Operating Agreement. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A Member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the Operating Agreement of the limited liability company. Additional restrictions and conditions on membership may be set forth in Operating Agreement adopted by the Members.

ARTICLE X
Operating Agreement

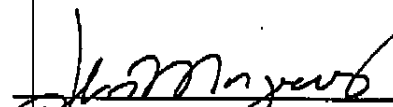
The Member(s) of the limited liability company shall adopt an Operating Agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such Operating Agreement shall not be inconsistent with these Articles

of Organization or with the laws of the State of Florida. The Operating Agreement may be modified in the manner specified in the Operating Agreement except as otherwise limited by the laws of the State of Florida.

ARTICLE XI
Amendment

The undersigned, being the Members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of Where's Will Property Holdings, LLC. These Articles of Organization may be amended from time to time by the Members in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned, J. Matthew Marquardt, as the authorized representative of the Members, has executed these Articles of Organization this 5th day of ~~October~~, September, 2016.


J. Matthew Marquardt, Authorized Representative
of the initiate Member

FILED
16 OCT -7 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is:

WHERE'S WILL PROPERTY HOLDINGS, LLC

2. The name and address of the registered agent and office is:

J. Matthew Marquardt, Esq.
625 Court Street
Suite 200
Clearwater, 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.

Dated this 5th day of ^{October} ~~September~~, 2016.


J. Matthew Marquardt

FILED
16 OCT -7 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA