

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.

(((H16000262734 3)))



H160002627343ABC+

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 : SHUTTS & BOWEN, LLP
Account Number : 076447000313
Phone : (305) 358-6300
Fax Number : (305) 347-7750

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

Email Address: cgardner@tedcmiami.org

FLORIDA LIMITED LIABILITY CO.
TACOLCY TUSCANY COVE I GENERAL PARTNER, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

Electronic Filing Menu

Corporate Filing Menu

Help

H16000262734 3

FILED
2016 OCT 25 PM 1:30
SEALARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION**OF****TACOLCY TUSCANY COVE I GENERAL PARTNER, LLC**

The undersigned, acting as the organizer of **TACOLCY TUSCANY COVE I GENERAL PARTNER, LLC**, under the Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I – Name:

The name of the limited liability company is **TACOLCY TUSCANY COVE I GENERAL PARTNER, LLC** (the "Company").

ARTICLE II – Address:

The mailing address and street address of the principal office of the Company is 675 NW 56th Street, Building C, Miami, Florida 33127.

ARTICLE III – Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV – Management:

The Company is to be managed by its member, Tacolcy Economic Development Corporation, Inc., (the "Member" or "Manager") unless and until one or more managers are appointed in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement.

ARTICLE V – Admission of Additional Members:

The Company shall admit new members only upon the unanimous written consent of all the then existing members of the Company.

ARTICLE VI – Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Article of Organization, or Chapter 605, Fla. Stat.

H16000262734 3

ARTICLE VII – Registered Agent and Address:

The registered agent for the Company shall be Carol Gardner, and the street address of the registered agent is 675 NW 56th Street, Building C, Miami, Florida 33127.

ARTICLE VIII – Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the written approval of a majority of the members of the Company.

ARTICLE IX – Indemnifications:

Each individual or entity who is or was a manager or member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager or member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Article of Organization or Operating Agreement of the Company, agreement, vote of members or otherwise. Any repeal or amendment of this Article by the members of the company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned Member representative has executed these Articles of Organization as of this 24th day of October, 2016.

REPRESENTATIVE:Carol Gardner

Printed Name: Carol Gardner

H16000262734 3

FILED
2016 OCT 25 PM 1:30
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 DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is TACOLCY TUSCANY COVE I GENERAL PARTNER, LLC, and the address of the registered office is 675 NW 56th Street, Building C, Miami, Florida 33127.
2. The name and address of the registered agent and the address of the registered agent is:

Carol Gardner
675 NW 56th Street, Building C
Miami, Florida 33127

Having been named as Registered Agent for TACOLCY TUSCANY COVE I GENERAL PARTNER, LLC and to accept service of process for the above named 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 as provided for in Chapter 605, F.S.

Carol Gardner, an Individual

By: Carol Gardner
Carol Gardner, Registered Agent

Dated this 24th day of October, 2016.