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1. **Reel Grace, LLC**
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**SPECIAL
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ARTICLES OF ORGANIZATION

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OF

SEAL
TALL

REEL GRACE, LLC

The undersigned persons, as organizers and initial members of **REEL GRACE, LLC** (the "Company") under the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, adopts the following Articles of Organization.

ARTICLE I.

The name of this limited liability company is **REEL GRACE, LLC**.

ARTICLE II.

The mailing of the Company is P.O. Box 132, Boca Grande, FL 33921. The street address of the principal office of the Company is 430 W 4th Street, Boca Grande, FL 33921, but it shall have the power and authority to establish branch offices at other locations, as the Member may designate.

ARTICLE III.

The street address of the initial registered office of the Company is 430 W 4th Street, Boca Grande, FL 33921, and the name of the Company's initial Registered Agent at that address is **Mark Spurgeon**.

ARTICLE IV. 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 business or 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 the 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 any person, entity, partnership, association, corporation, domestic or 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.

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, joint stock company, 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 of the 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 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 V. 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 VI. MANAGEMENT

Management of this limited liability company is reserved to its Members, whose names and addresses are as follows:

Mark Spurgeon P.O. Box 132, Boca Grande, FL 33921

RuthAnn DiLena Spurgeon P.O. Box 132,, Boca Grande, FL 33921

ARTICLE VII.

The existence of the Company will commence on filing and shall exist in a manner provided by law, or as provided in the Operating Agreement adopted by the Members.

ARTICLE VIII. MEMBERSHIP RESTRICTIONS

The initial Members of the limited liability company shall have the right to admit additional Members upon the following terms and conditions:

1. Said Members must wish to associate themselves with the limited liability company for the business purposes stated: and
2. Said Members must pay an initial capital contribution in an amount to be established by the existing Members.
3. The death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member of this limited liability company, or the occurrence of any other event which terminates the continued membership of a Member in the limited liability company shall not result in the dissolution of this limited liability company. Rather, the remaining Members of the limited liability shall have the right to continue the business of the limited liability company notwithstanding the foregoing events.
4. No person or entity can become a Member of the limited liability company without the consent of all the Members. If an existing Member sells or otherwise transfers his or her interest in the limited liability company, whether voluntarily or not, without the unanimous consent of all Members, the transfer is *void ad initio*.

ARTICLE IX.

The power to adopt, alter, amend or repeal the Operating Agreement of this limited liability company shall be vested in the Members. The Operating Agreement may contain any provisions for the regulation and management of the affairs of this limited liability company not in consistent with the law or these Articles of Organization.

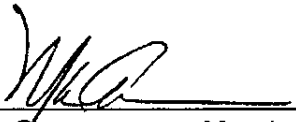
ARTICLE X.

1. The limited liability company shall indemnify any individual or entity made a party to a proceeding because he, she or it was a Member of the limited liability company against liability incurred in the proceedings if: (a) he, she or it conducted himself, herself or itself in good faith; (b) he, she or it reasonably believed that his, her or its conduct was in or at least opposed to the limited liability company's best interest; and (c) in the event of any criminal proceeding, he, she or it had no reasonable cause to believe that his, her or its conduct was unlawful.

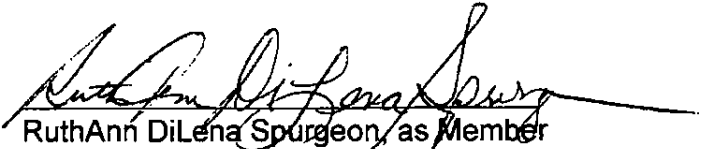
2. The limited liability company shall pay for or reimburse the reasonable expenses incurred by any of its Member(s) who is or are a party to a proceeding in advance of the final disposition of the proceeding if: (a) the individual or entity furnishes the limited liability company a written affirmation of his, her or its good faith belief that it has met the standard of good conduct described herein; (b) the individual or entity furnishes the limited liability company written undertaking executed personally or on his, her or its behalf to repay the advance if it is ultimately determined that he, she or it did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law. The undertaking required by this Paragraph shall be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment. The indemnification in advance of expenses authorized herein shall not be exclusive to any other rights to which any Member may be entitled under any by-law, agreement, and vote of Member(s) or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses to an individual or entity who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law. In addition to the foregoing, the limited liability company shall indemnify and save the organizers harmless in all acts taken by them as organizers of the limited liability company and shall pay all costs and expenses incurred by or imposed upon them as a result of the same, including compensation based upon the usual charges for expenditures required of them in pursuit of the defense against any liability arising on account of acting as organizers or on account of enforcing the indemnification rights

hereunder and the limited liability company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

IN WITNESS WHEREOF, for the purpose of forming a limited liability company under the law of the State of Florida, the undersigned executed these Articles of Organization on this 15th day of February, 2017.



Mark Spurgeon, as Member



RuthAnn DiLena Spurgeon, as Member

ACCEPTANCE

Pursuant to Chapter 605, Florida Statutes, the following is submitted:

That **REEL GRACE, LLC**, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 430 W 4th Street, Boca Grande, FL 33921, has named **Mark Spurgeon** as its agent to accept service of process within the State of Florida.

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 as provided for in Chapter 605, Florida Statutes.

DATED this 15th day of February, 2017



Mark Spurgeon

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