

L170002404SB

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

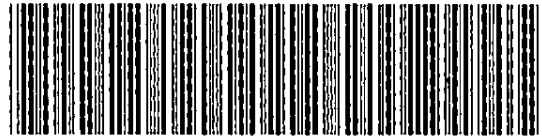
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200325425302

02/26/19--01011--011 **35.00

2019 FEB 25 AM 11:38

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

WWSG TRAVEL, LLC

Signature _____

Requested by: BA

2/26/19

Name

Date

Time

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
WWSG TRAVEL, LLC**

Filed NOVEMBER 21, 2017
Effective date is date of filing.

Pursuant to the provisions of §605.0202, Florida Statutes, this company adopts the following Article of Amendment to its Articles of Organization:

FIRST: Company has voted to amend and restate its Articles of Organization.

SECOND: Amendment Adopted:

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Revised Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
NAME**

The name of this Company shall be:

WWSG TRAVEL, LLC

**ARTICLE II
DURATION**

This Company shall commence on the date of the filing of these Articles of Organization pursuant to Section 605 et.seq. of the Act, and shall continue for a perpetual period of time from this commencement date, or until dissolved by all of its members. Subject to the foregoing this company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

**ARTICLE III
PURPOSES**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 605.0108 of the Act.

ARTICLE IV
PLACE OF BUSINESS

The mailing address and street address of the principal place of business of this Company shall be 10250 Tarpon Dr, Treasure Island, Florida 33708, or such other place or places as may be designated by the members from time to time.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent for this Company shall be Steven W. Moore, Esquire and the street address of the registered agent for the service of process shall be 8240 118th Avenue North, Suite 300, Florida 33773.

ARTICLE VI
ADMISSION OF MEMBERS

The initial members of this Company shall are set forth below. The admission of additional members shall be accomplished only by a unanimous vote of the initial members.

MUIRGHEAL MONTECALVO
10250 Tarpon Dr
Treasure Island, Florida 33708

ARTICLE VII
CONTINUATION OF BUSINESS

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VIII
MANAGEMENT

The management of this Company shall be managed by a manager(s) to be elected by a majority of the members at the annual meeting. The name(s) and address(es) of such manager(s) who is/are to serve until the first annual meeting of the members or until his/their successor(s) is/are elected and qualify are:

MUIRGHEAL MONTECALVO
10250 Tarpon Dr
Treasure Island, Florida 33708

The manager(s) shall vote on and approve all matters relating to the limited liability Company including, but not limited to, the contracting of debt, entering into leases, contracts, mortgages, notes, deeds, conveyance agreements, trusts, security agreements, assignments, licenses, bills of sale, management agreements and such other generally recognized business arrangements.

**ARTICLE IX
POWERS**

This Company shall have all of the powers and authorities set forth in the Act.

**ARTICLE X
PROPERTY**

(a) Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The manager(s) is/are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by the manager. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

WWSG TRAVEL, LLC.

By: Sample
MUIRGHEAL MONTECALVO, Manager

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

**ARTICLE XI
AMENDMENTS**

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 605.0202 of the Act.

ARTICLE XII
REGULATIONS & OPERATING AGREEMENT

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

ARTICLE XIII.
PREEMPTIVE RIGHTS

Each of the Initial Class A membership interest of the Company shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that member's pro-rata portion of the following:

- A. Any membership interest of any class that the Company may issue or sell, whether or not exchangeable for any membership interest of the Company of any class or classes, and whether or not of unissued shares authorized by the Amended and Restated Articles of Organization as originally filed or by any amendment thereof or out of shares of membership interest of the Company acquired by it after the issuance thereof, and whether issued for cash or other consideration; and
- B. Any obligation that the Company may issue or sell which is convertible into or exchangeable for any membership interest of the Company of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Company any shares of its membership interest of any class or classes.

This right shall be deemed waived by any Initial Members who does not exercise it and pay for the shares preempted within twenty (20) days after receipt of written notice from the Company stating the price, terms and conditions of the issue of shares and inviting the Initial Members to exercise this preemptive right. This right may also be waived by a written waiver signed by the Initial Members.

ARTICLE IV
AUTHORIZED CLASS OF MEMBERSHIP INTEREST

The total number of Class A shares of membership interest which the company is authorized to issue is Ten Million (10,000,000) and the par value of each of such share is .0001 amounting in the aggregate to One Thousand Dollars (\$1,000.00). The company is authorized to issue Five Million (5,000,000) shares of Preferred Membership Interest without par value. Additionally, the total number of Class B shares of membership interest which the company is authorized to issue is Ten Million (10,000,000) and the par value of each such share is .0001 amounting in the aggregate to One Thousand Dollars (\$1,000.00). Class B shares shall be non-voting membership interest.

Authority is hereby expressly granted to the Managers from time to time to issue the Preferred Membership interest as Preferred Membership interest of one or more series and in connection with the creation of any such series to fix by the resolution or resolutions providing for the issue of those shares the designation, powers, preferences, and relative, participating, optional, or other special rights of that series, and the qualifications, limitations, or restrictions of that series. Such authority of the Managers with respect to each such series shall include, but not be limited to, the determination of the following:

(a) the distinctive designation of, and the number of shares comprising, that series, which number may be increased (except where otherwise provided by the Managers in creating that series) or decreased (but not below the number of shares of that series then outstanding) from time to time by like action of the Manager;

(b) the dividend rate or amount for that series, the conditions and dates upon which those dividends shall be payable, the relation which those dividends shall bear to the dividends payable on any other class or classes or any other series of any class or classes of membership interest, and whether the dividends shall be cumulative, and if so, from which date or dates for that series;

(c) whether or not the shares of that series shall be subject to redemption by the Company and the times, prices, and other terms and conditions of such redemption;

(d) whether or not the shares of that series shall be subject to the operation of a sinking fund or purchase fund to be applied to the purchase or redemption of those shares and if such a fund be established, its amount and the terms and provisions relative to its application;

(e) whether or not the shares of that series shall be convertible into or exchangeable for shares of any other class or classes, or of any other series of any class or classes, of membership interest of the Company and if provision be made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of that conversion or exchange;

(f) whether or not the shares of that series shall have voting rights, in addition to the voting rights provided by law, and if they are to have such additional voting rights, the extent of those rights;

(g) the rights of the shares of that series in the event of any liquidation, dissolution, or winding up of the Company or upon any distribution of its assets; and

(h) any other powers, preferences, and relative, participating, optional, or other special rights of the shares of that series, and qualifications, limitations, or restrictions of that series, to the full extent now or in the future permitted by law and not inconsistent with the provisions of this Certificate.

All shares of any one series of Preferred Membership interest shall be identical in all respects except as to the dates from which dividends on that Preferred Membership interest shall be cumulative. All series of the Preferred Membership interest shall rank equally and be identical in all respects except as otherwise provided in the resolution or resolutions providing for the issue of any series of Preferred Membership interest.

Whenever dividends upon the Preferred Membership interest at the time outstanding, to the extent of the preference to which that membership interest is entitled, shall have been paid in

full or declared and set apart for payment for all past dividend periods, and after the provisions for any sinking or purchase fund or funds for any series of Preferred Membership interest shall have been complied with, the Managers may declare and pay dividends on the Membership interest, payable in cash, membership interest, or otherwise, and the holders of shares of Preferred Membership interest shall not be entitled to share in those dividends, subject to the provisions of the resolution or resolutions creating any series of Preferred Membership interest.

In the event of any liquidation, dissolution, or winding up of the Company or upon the distribution of the assets of the Company, all assets and funds of the Company remaining, after the payment to the holders of the Preferred Membership interest of the full preferential amounts to which they shall be entitled as provided in the resolution or resolutions creating any series of Preferred Membership interest, shall be divided and distributed among the holders of the Membership interest ratably, except as may otherwise be provided in any such resolution or resolutions. Neither the merger or consolidation of the Company with another company nor the sale or lease of all or substantially all the assets of the Company shall be deemed to be a liquidation, dissolution, or winding up of the Company or a distribution of its assets.

Except as otherwise required by law or provided by a resolution or resolutions of the Managers creating any series of Preferred Membership interest, the holders of Class A Membership interest shall have the exclusive power to vote and shall have one vote in respect of each share of such membership interest held and the holders of Preferred Membership and Class B Membership interest shall have no voting power whatsoever. Except as otherwise provided in such a resolution or resolutions, the authorized shares of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the outstanding shares of membership interest of the Company entitled to vote.

IN WITNESS WHEREOF, I have signed these Amended and Restated Articles of Organization as an authorized representative of the members and acknowledged them to be my act this 19th day of February, 2019.

Muirgheal Montecalvo

Muirgheal Montecalvo, Manager and Member

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **WWSG TRAVEL, L.L.C.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Amended and Restated Articles of Organization in the City of Largo, County of Pinellas and State of Florida, has named Steven W. Moore, 8240 118th Avenue N., Suite 300, Largo, Florida 33773, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with, and accept, the obligation of that office.

By:



Steven W. Moore, Registered Agent

2011 OCT 06 11:48