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(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

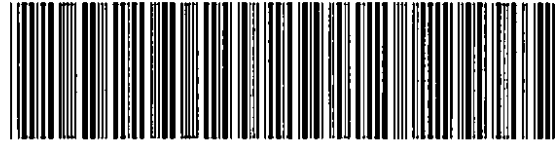
Special Instructions to Filing Officer:

Article filed 2/2/12

rec. 10/18

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19 OCT 22 PM 12:52

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amended & Restated

OCT 27 2019

D CUSHING

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

ATTORNEY AND COUNSELORS AT LAW

SUITE 302, EXECUTIVE CENTRE
2300 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409-3006

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: hewjrlaw@comcast.net

HAROLD E. WOLFE, JR.*

*ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

New email: harold@hewjrlaw.com

* FLORIDA BAR BOARD

CERTIFIED TAX ATTORNEY

* FLORIDA BAR BOARD

CERTIFIED WILLS, TRUSTS,
AND ESTATES ATTORNEY

October 17, 2019

BY UPS

Ms. Gina McLeod
Messrs Tim Burch and Matthew Moon
Supervisor, Bureau of Commercial Recording
Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Benoist Land LLC; Four Brothers Investment, LLC; Dyer Barbour, LLC; Barbour Road, LLC; and Smarty's Enterprises, LLC

Dear Mrs. McLeod:

Pursuant to our telephone conversation, we are enclosing for filing with the Florida Department of State the following LLCs:

1. Amended and Restated Articles of Organization for Benoist Land LLC;
2. Amended and Restated Articles of Organization for Four Brothers Investment, LLC;
3. Amended and Restated Articles of Organization for Dyer Barbour, LLC;
4. Amended and Restated Articles of Organization for Barbour Road, LLC; and
5. Amended and Restated Articles of Organization for Smarty's Enterprises, LLC.

As discussed in our telephone conversation, several members of these LLCs lived in different states and signed those limited liability company articles on different pages. You indicated to me in our telephone conversation that as long as all pages containing original signatures were enclosed (even though those signatures may be on different pages) that would be acceptable for filing with the Florida Department of State. You also asked me to copy Tim Burch and Matthew Moon on this letter, which we have done. We understand the Department of State is now "moving" and that has created some disruption in your normal filing proceedings.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 OCT 22 PM 12:52

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

Ms. Gina McLeod
Messrs Tim Burch and Matthew Moon
October 17, 2019
Page 2

Again, as you indicated in our conversation, the fact that the original signatures are contained on different pages will not prevent the Florida Department of State from filing these LLCs as long as all the original signatures are enclosed, which is the case.

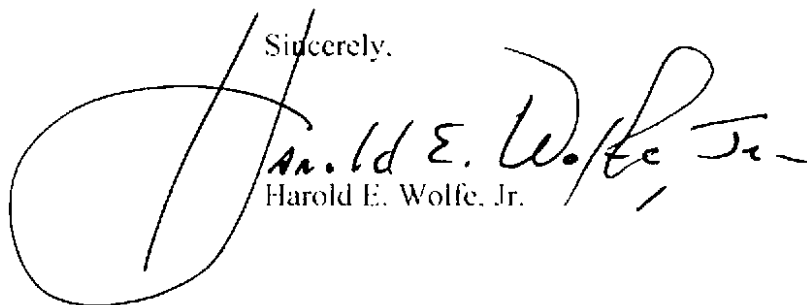
To cover the cost of recording and a certified copy of each set of Articles, we enclose our check in the amount of \$775, as follows:

| | |
|----------------------|----------|
| Filing Fee | \$100.00 |
| Registered Agent Fee | \$ 25.00 |
| Certified copy | \$ 30.00 |

We thank you in advance for taking time to speak with us. We are sending the Articles directly to you since in most of the Articles, original signatures are contained on different pages. For instance, as I mentioned in our telephone conversation, there may be two pages 6 in one set of Amended and Restated Articles of Organization to reflect the original signature on page 6. If there are any questions regarding filing of these Amended and Restated Articles of Organization, we would ask that you give us a call directly to 561.697.4100. We thank you wholeheartedly in advance for assisting us in this matter.

Should there be other questions please feel free to call us.

Sincerely,



Harold E. Wolfe, Jr.

HEW/ejn
Enclosures

cc: Mrs. Evelyn Vertucci
Mr. Gary Vertucci

Cushing, Diane

From: Cushing, Diane
Sent: Tuesday, October 22, 2019 3:31 PM
To: harold@hewjrlaw.com
Subject: Amended and Restated Articles being filed with the State of Florida

Good Afternoon Mr. Wolfe

I have the 5 Amended and Restated Articles that you have mailed to our office and at the moment I can't file them. You have listed the wrong dates that the Articles of Organization were filed in our office. If you will make the proper corrections you can just email me the page and I will switch it out so it can be filed. See the information below:

1. Benoist Land, LLC was filed in our office on February 2, 2018.
2. Four Brothers Investment, LLC was filed on May 16, 2018 (and according to our records the name should be Four Brothers Investments, LLC).
3. Dyer Barbour, LLC was filed in our office on June 25, 2018.
4. Barbour Road, LLC was filed in our office on June 25, 2018
5. Smarty's Enterprises, LLC was filed in our office on March 16, 2018.

The check that you submitted has a huge overpayment. The fees you paid was for a new filing and you are just amending so the fee with a certified copy for each filing is only \$55.00 for a total of \$275.00. Would you like to exchange the check or would you prefer that we send you a refund application?

Diane C. Cushing
Senior Section Administrator
Amendment Section
Division of Corporations
(850) 245-6913
(850) 245-6897 (Fax)
Diane.Cushing@dos.myflorida.com

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BENOIST LAND, LLC**

FILED
19 OCT 22 PM 12:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, pursuant to Fla. Stat. §605.0202, hereby amend and restate the Articles of Organization of BENOIST LAND, LLC, which were previously filed with the Florida Department of State on February 2, 2018, 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 "BENOIST LAND, 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 shall begin at the date and time when these 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:

1111 Ellison Wilson Road
North Palm Beach, FL 33408

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's registered address in the State of Florida is 11111 Ellison Wilson Road, North Palm Beach, FL 33408. The name of the registered agent at such registered office is GARY VERTUCCI, 11111 Ellison Wilson Road, North Palm Beach, FL 33408. 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 four (4) Managers, EVELYN VERTUCCI, GARY VERTUCCI, GERARD VERTUCCI, and JAMES VERTUCCI, 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 four (4) aforesaid Managers may privately modify management among themselves in accordance with a written document executed by all of them. 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 EVELYN VERTUCCI, GARY VERTUCCI, GERARD VERTUCCI, and JAMES VERTUCCI, 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 EVELYN VERTUCCI, GARY VERTUCCI, GERARD VERTUCCI, and JAMES VERTUCCI, 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> |
|-------------------------------|---|
| EVELYN VERTUCCI | 14442 Cypress Island Circle Palm Beach Gardens, FL 33410 |
| GARY VERTUCCI | 11111 Ellison Wilson Road North Palm Beach, FL 33408 |
| GERARD VERTUCCI | 11111 Ellison Wilson Road North Palm Beach, FL 33408 |
| JAMES VERTUCCI | 11111 Ellison Wilson Road North Palm Beach, FL 33408 |

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 ten thousand (10,000) 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 operation of real estate.

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 - RETENTION OF SUBCHAPTER “S” ELECTION

This limited liability company was converted from a for profit corporation into a limited liability company in accordance with Fla. Stat. §§605.1041(2), 605.1043(2), 605.1045, 607.1112, 607.1113, and 607.1114. Thus, this limited liability company shall retain the Subchapter “S” election of the converted entity, BENOIST LAND CORPORATION, all pursuant to Subchapter “S” of the Internal Revenue Code of 1986, as amended, I.R.C. §1361, et seq. of the Code.

ARTICLE XII - OPERATING AGREEMENT

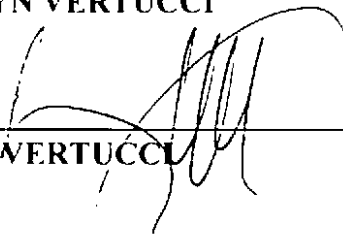
This limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors (except as provided in Article VIII hereof), shall, if the Members so elect, grant first refusal 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 18th day of July, 2019.

BENOIST LAND, LLC



EVELYN VERTUCCI



GARY VERTUCCI

GERARD VERTUCCI



JAMES VERTUCCI

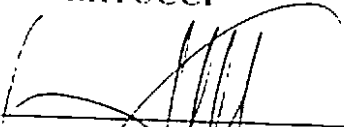
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BENOIST LAND, LLC


EVELYN VERTUCCI


GARY VERTUCCI


GERARD VERTUCCI

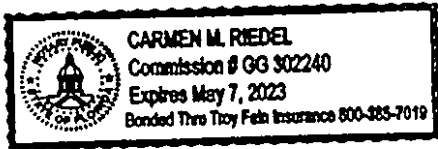

JAMES VERTUCCI

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME personally appeared EVELYN VERTUCCI, the signor, who personally appeared before me at the time of this notarization, and ☐ is personally known to me or ☒ has produced IL driver's license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of July, 2019.

(SEAL)



Carmen M. Riedel
Notary Public, State of Florida

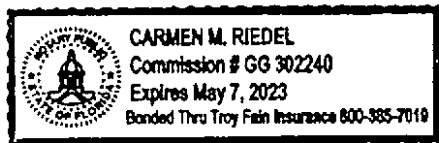
(Print, Type or Stamp Commissioned Name of Notary Public)

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME personally appeared GARY VERTUCCI, the signor, who personally appeared before me at the time of this notarization, and ☐ is personally known to me or ☒ has produced His driver's license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of July, 2019.

(SEAL)



Carmen M. Riedel
Notary Public, State of Florida

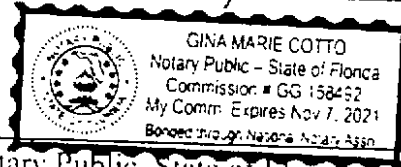
(Print, Type or Stamp Commissioned Name of Notary Public)

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME personal appeared GERARD VERTUCCI, the signor, who personally appeared before me at the time of this notarization, and ☐ is personally known to me or ☒ has produced FLA Drivers License as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of August, 2019.

(SEAL)



Notary Public, State of Florida

GINIA M. COTTO

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

STATE OF FLORIDA)

) SS:

COUNTY OF PALM BEACH)

BEFORE ME personal appeared JAMES VERTUCCI, the signor, who personally appeared

before me at the time of this notarization, and ☐ is personally known to me or ☒ has produced

The driver's license as identification and is known to be the person described in and

who executed the foregoing instrument and acknowledged to and before me that he executed said

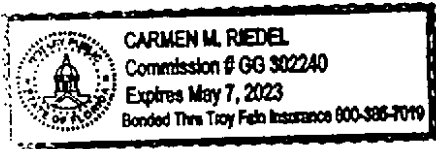
instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19 day of July, 2019.

(SEAL)

Carmen, M. Kiedel

Notary Public, State of Florida



(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 **BENOIST LAND, 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 Palm Beach, State of Florida, has named **GARY VERTUCCI**, as its agent to accept service of process.

Signature: 
EVELYN VERTUCCI

Title: Member

Date: July 18, 2019

Signature: 
GARY VERTUCCI

Title: Member

Date: July 18, 2019

Signature: _____
GERARD VERTUCCI

Title: Member

Date: _____, 2019

Signature: 
JAMES VERTUCCI

Title: Member


Date: July 19, 2019

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
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Signature:


EVELYN VERTUCCI

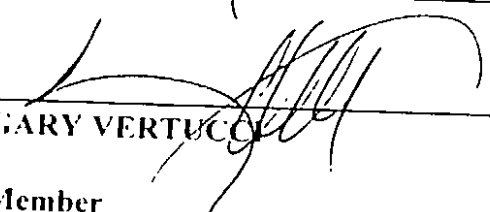
Title:

Member

Date:

July 18, 2019

Signature:


GARY VERTUCCI

Title:

Member

Date:

July 18, 2019

Signature:


GERARD VERTUCCI

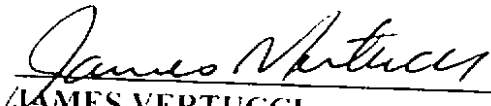
Title:

Member

Date:

August 19, 2019

Signature:


JAMES VERTUCCI

Title:

Member

Date:

July 19, 2019

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 'G. Vertucci', is written over a horizontal line.

GARY VERTUCCI

DATE: July 18, 2019