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May 10, 2018

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re:

Kempis, LLC

To Whom It May Concern:

Enclosed please find Articles of Incorporation for Kempis, LLC for filing as a Florida Limited Liability Company, along with our check in the amount of \$160, which represents the filing fee and payment for a certified copy of the Articles and certificate of status.

After filing, please return the certified copy and certificate of status to our office in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Sincerely,

Daniel D. Peck

Enclosures

18 MAY 15 PH 4: 30

## ARTICLES OF ORGANIZATION OF KEMPIS, LLC

- 1. <u>Name.</u> The name of this limited liability company is Kempis, LLC, a Florida limited liability company (the "Company").
- 2. <u>Duration</u>. The Company shall have perpetual existence commencing on the filing of the Articles of Organization with the State of Florida and continues even though a membership of a member is terminated.
- 3. <u>Purpose</u>. The Company is organized for the purpose of making investments, including in companies and real estate, acquiring stock and transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
- 4. <u>Place of Business.</u> The mailing and street address of the Company's principal office is 116 Napa Ridge Way, Naples, Florida 34119.
- 5. Registered Agent and Office. The name of the initial registered agent of the Company is Daniel D. Peck, Esquire. The street address of the initial registered agent of the Company is 5200 Tamiami Trail North, Suite 101, Naples, Florida 34103.
- 6. <u>Additional Members</u>. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
- 7. <u>Management of the Company</u>. The Company shall be managed by one manager, in accordance with the Operating Agreement adopted by the sole member. The manager is:

Philip M. Kenney 116 Napa Ridge Way Naples, Florida 34119

8. <u>Members of the Company</u>. The name and address of the members are:

Philip M. Kenney 116 Napa Ridge Way Naples, Florida 34119

Raymond J. Martin 308 Woodward Court Birmingham, Alabama 35242

9. <u>Voting</u>. The Company is authorized to issue membership interests with voting rights and membership interests without voting rights.

- 10. <u>Certificated Interests</u>. The member's interests in the Company may but need not be evidenced by certificates.
- 11. <u>Member's Rights</u>. Pursuant to section 608.4235 of the Florida Statutes, no member of the Company other than the manager shall be an agent of the company solely by virtue of being a member, and no member other than the manager shall have authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member. The Operating Agreement of the company as defined in section 608.402(24) of the Florida Statutes must be in writing and signed by the initial member.

The undersigned Manager and Members freely executed these Articles of Organization the day of December, 2017, affirming under penalties of perjury that the facts herein are true.

Philip M. Kenney, Member

Raymond J. Martin, Member

## ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the withinnamed Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Daniel D. Peck, Registered Agent

Dated: December 3, 2017