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(Business Entity Name)

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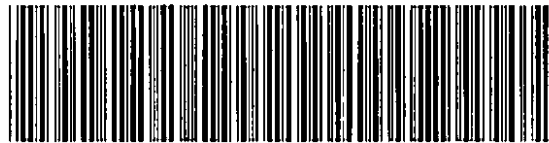
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Articles Filed 6/23/18

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ALL STATE
FILING COOPERATIONS
19 OCT 22 PM 12:52

Amended & Restated

OCT 27 2019

D CUSHING

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

ATTORNEY AND COUNSELORS AT LAW

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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.

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
OCT 22 PM 12:57

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.

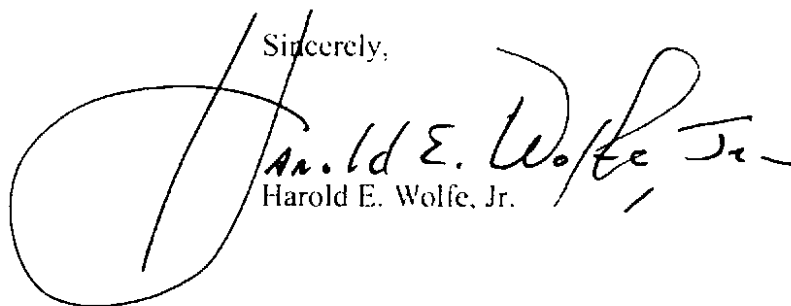
To cover the cost of recording and a certified copy of each set of Articles, we enclose our check in the amount of \$775, as follows:

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

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
DYER BARBOUR, LLC**

FILED
19 OCT 22 PM 12:52
CLERK OF STATE
OFFICE OF
CORPORATION

We, the undersigned, pursuant to Fla. Stat. §605.0202, hereby amend and restate the Articles of Organization of DYER BARBOUR, LLC, which were previously filed with the Florida Department of State on June 25, 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 "**DYER BARBOUR, 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:

11111 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 three (3) Managers, 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 three (3) 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 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 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>
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, DYER BARBOUR CORPORATION, INC., 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.

DYER BARBOUR, LLC



GARY VERTUCCI

GERARD VERTUCCI



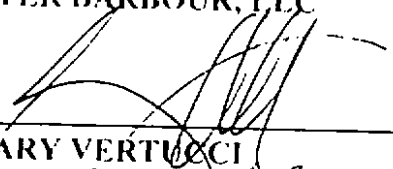
JAMES VERTUCCI

ARTICLE XII - OPERATING AGREEMENT

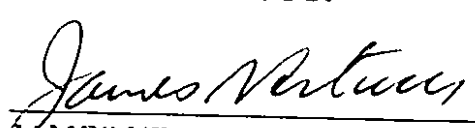
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DYER BARBOUR, LLC


GARY VERTUCCI


GERARD VERTUCCI


JAMES VERTUCCI

STATE OF FLORIDA)

) SS:

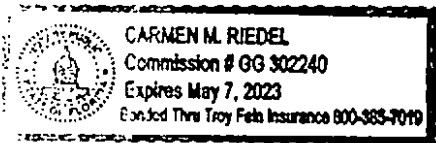
COUNTY OF PALM BEACH)

BEFORE ME personal 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

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

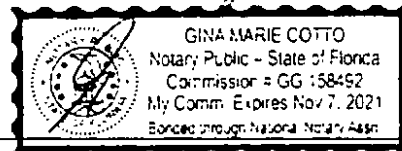
(Print, Type or Stamp Commissioned Name of Notary Public)

STATE OF FLORIDA)
) 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

GINA 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

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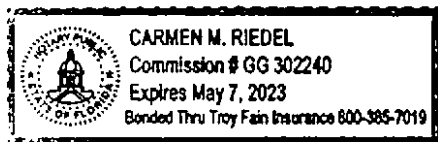
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WITNESS my hand and official seal this 19th day of July, 2019.

(SEAL)

Carmen M. Riedel

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 **DYER BARBOUR, 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: _____

GARY VERTUCCI

Title: _____

Member

Date: _____

July 18

_____, 2019

Signature: _____

GERARD VERTUCCI

Title: _____

Member

Date: _____

_____, 2019

Signature: _____

JAMES VERTUCCI

Title: _____

Member

Date: _____

July 19

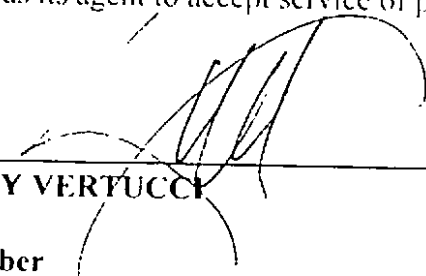
_____, 2019

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Signature:



GARY VERTUCCI

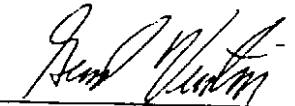
Title:

Member

Date:

July 18, 2019

Signature:



GERARD VERTUCCI

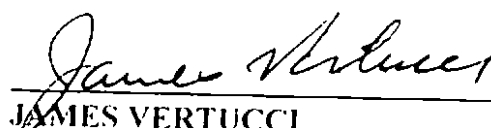
Title:

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:



GARY VERTUCCI

DATE: July 18, 2019