

30/2018 15:38 FAX  
29/2018 18:55 F  
L18000253833  
\*\*\*\*\*  
\*\*\*\*\*  
\*\*\*\*\*

TRANSMISSION OK

TX/RX NO  
RECIPIENT ADDRESS  
DESTINATION ID  
ST. TIME  
TIME USE  
PAGES SENT  
RESULT

1367  
18506176381#424  
10/29 16:54  
00:56  
5  
OK

Please retain  
filing date  
the 1

10/29/2018

Division of Corporations

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000312111 3)))



H180003121113ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)617-6381

From: Account Name : GUNSTER, YOKLEY & STEWART, P.A.  
Account Number : 076117000420  
Phone : (561)650-0728  
Fax Number : (561)671-2527

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: mstocks@gunster.com

2018 OCT 30 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FL

FILED

FLORIDA LIMITED LIABILITY CO.  
GOLDEN CHILD LLC

Certificate of Status	1
Certified Copy	0
Power of Attorney	0

850-617-6361

10/30/2018 10:41:21 AM PAGE 1/001 Fax Server



October 30, 2018

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

GUNSTER, YOAKLEY & STEWART, P.A.

SUBJECT: GOLDEN CHILD LLC  
REF: W18000095336

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason  
Regulatory Specialist II

FAX Aud. #: B18000312111  
Letter Number: 018A00022333

H18000312111 3

**ARTICLES OF ORGANIZATION  
FOR  
GOLD & CHILD LLC**

*(A Florida Limited Liability Company)*

*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:*

**ARTICLE 1  
NAME**

The name of the Limited Liability Company is GOLD & CHILD LLC (the "Company").

**ARTICLE 2  
DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3  
NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

**ARTICLE 4  
ADDRESS**

The initial principal office address and the initial mailing address of the Company is 199 E. Flagler Street, Suite 650, Miami, Florida 33131.

**ARTICLE 5  
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company is 199 E. Flagler Street, Suite 650, Miami, Florida 33131, and the name of the initial registered agent of the Company at that address is Julian Reynolds.

**ARTICLE 6  
MEMBERSHIP CERTIFICATES**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

H18000312111 3

H18000312111 3

## ARTICLE 7 INDEMNIFICATION

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was manager, member, or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Reasonable expenses (including attorneys' fees) incurred by any member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding to the fullest extent permitted under and in accordance with the laws of the State of Florida upon receipt of a promise (secured or unsecured as may be determined by the Company) by such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such reasonable expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe, or knowledge that, such conduct was unlawful.
- (b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.
- (c) A distribution in violation of Section 605.0406 of the Act.
- (d) Willful or intentional misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a Member.
- (e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property in a proceeding by or in the right of someone other than the Company or a Member.
- (f) A breach of duties or obligations under Section 605.04091 of the Act, taking into account a variation of such duties and obligations provided for in the Company's Operating Agreement to the extent allowed by the laws of the State of Florida.

H18000312111 3

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Revised Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

#### **ARTICLE 8 MANAGEMENT**

The Company shall be manager-managed in accordance with the Company's Operating Agreement. The initial manager of the Company is Julian Reynolds.

#### **ARTICLE 9 AMENDMENT**

The company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

**IN WITNESS WHEREOF** the undersigned has executed these Articles as of the 29<sup>th</sup> day of October, 2018.

/s/ William J. Hyland

\_\_\_\_\_  
William J. Hyland, Authorized Representative

*(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

H18000312111 3

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Julian Reynolds hereby accepts the appointment as registered agent and agrees to act in this capacity. Julian Reynolds further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 605, F.S.

/s/ Julian Reynolds

---

Julian Reynolds

Dated: October 29, 2018

WPB\_ACTIVE #975246.1

H18000312111 3