

1/25/2019

Division of Corporations

**L19000030298**

Florida Department of State  
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### FLORIDA LIMITED LIABILITY CO.

#### Pearl Homes Ventures, LLC

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**ARTICLES OF ORGANIZATION  
OF  
PEARL HOMES VENTURES, LLC**

**ARTICLE I  
Name**

The name of the limited liability company ("Company") is Pearl Homes Ventures, LLC.

**ARTICLE II  
Address**

The initial mailing address of the Company's principal office is 35 Watergate Drive, Suite #806, Sarasota, FL 34236. The initial street address of the Company's principal office is 35 Watergate Drive, Suite #806, Sarasota, FL 34236.

**ARTICLE III  
Purpose and Duration**

The purpose of this Company is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Company shall have all powers given limited liability companies under the Laws of the State of Florida. The period of duration of this Company is perpetual.

**ARTICLE IV  
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Adron H. Walker. The address of the Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, Florida 34209.

**ARTICLE V  
Management**

A. The Company is to be managed by a Manager who shall be:

Marshall Gobuty, whose address is 35 Watergate Drive, Suite #806, Sarasota, FL 34236.

B. The Manager shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 605.0109, as from time to time amended, including, but not limited to, the power to conduct the Company's business and acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except, without having first obtained the prior

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written consent of a majority in interest of the Members, the Manager shall not exercise the Manager's authority to cause or permit the Company to:

1. File a petition in bankruptcy, make a general assignment for the benefit of creditors, or apply for other such relief available under similar laws or regulations, or;
2. Amend these Articles or the Operating Agreement of the Company to:
  - a. Reduce the "LLC Interest," "Member Status," rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;
  - b. Enlarge the LLC Interest, Member Status (if applicable), rights, privileges, or benefits or reduce the duties and obligations of the Manager, or;
  - c. Modify the duration of this Company, or;
  - d. Affect the rights or restrictions regarding the assignability of Member Status or Transferable Interest, or;
  - e. Amend this Article V, or;
  - f. Dissolve or terminate the existence of this Company, or;
  - g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Section within ten (10) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

C. A "majority in interest" of Managers or Members, without more, shall mean a simple majority of the Managers, or, as to the Members, a simple majority of their "LLC Interest Percentages" (as defined in the Company's Operating Agreement) in the Company.

## ARTICLE VI Continuation of Business

A majority in interest of the remaining Members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company.

## ARTICLE VII Profits and Losses Allocation

Profits and losses will be allocated to the Members in accordance with the Operating

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Agreement of the Company.

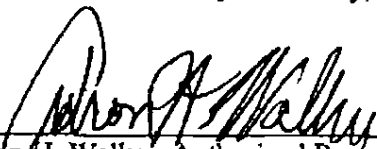
**ARTICLE VIII**  
**Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by the Manager.

**ARTICLE IX**  
**Commencement**

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Members or an authorized representative of a Member has executed these Articles of Organization on this 25<sup>th</sup> day of January, 2019.

  
\_\_\_\_\_  
Adron H. Walker, Authorized Representative of  
Marshall Gobuty International USA, Inc., Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATED  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for Pearl Homes Ventures, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, are: Adron H. Walker, Esq. The address of the Company's registered office in Florida is Barnes Walker, 3119 Manatee Avenue West, Bradenton, Florida 34205.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 25, 2019.

  
\_\_\_\_\_  
Adron H. Walker, Registered Agent

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