

L1900000100707

Ebenezer Faulkner
(Requestor's Name)

10300 49th Street N
(Address)

(Address)

Clearwater, FL 33760
(City/State/Zip/Phone #)

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Valdevin, LLC
(Business Entity Name)

(Document Number)

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**ARTICLES OF ORGANIZATION
OF
VALDEVIN, LLC**

FILED
2018 APR 19 PM 3:09
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Company Act, Florida Statutes Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 – NAME

The name of the limited liability company shall be **VALDEVIN, LLC**. ("Company").

ARTICLE 2 – ADDRESS AND PLACE OF BUSINESS

The principal place of business of the Company in Florida shall be **10300 49th Street, N, Suite 232, Clearwater, Florida 33762** and the mailing address shall be **10300 49th Street, N, Suite 232, Clearwater, Florida 33762**.

ARTICLE 3 – DURATION

Subject to the provisions of Article 9, the Company's existence shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the Limited Liability Company.

ARTICLE 4 – PURPOSES AND POWERS

The Company shall engage in any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 5 – OPERATING AGREEMENT

The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the limited liability company, the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is 10300 49th Street, N. Suite 232, Clearwater, Florida 33762. The name and address of the registered agent of this Company is **Ebenezer Faulkner, 10300 49th Street, N, Suite 232 Clearwater, Florida 33762.**

ARTICLE 7 – ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 9 – MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the members) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Managing Director:
Secretary

Ebenezer Faulker
Samilia Faulkner

whose address shall be the same as the principal office of the Company.

ARTICLE 10 – INDEMNIFICATION

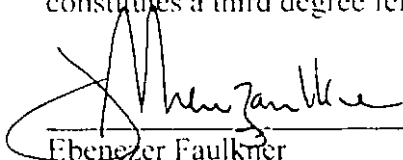
The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a member or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to the indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

REQUIRED SIGNATURE

Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.

I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Ebenezer Faulkner

Authorized Representative of the Members

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE


PURSUANT TO THE PROVISIONS OF SECTION 605.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: **VALDEVIN, LLC**
2. The name and address of the registered agent and office is:

Ebenezer Faulkner
10300 49th Street, N
Suite 232
Clearwater, FL 33762

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization in The State of Florida, for the foregoing uses and purposes, this 19th day of April, 2019.



Ebenezer Faulkner
Authorized Representative of the Members