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FLORIDA LIMITED LIABILITY CO.
MELVILLE PARTNERS, LLC

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**ARTICLES OF ORGANIZATION
OF
MELVILLE PARTNERS, LLC**

The undersigned organizer, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this limited liability company shall be MELVILLE PARTNERS, LLC (hereinafter the "Company")

ARTICLE II - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business in accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act.

ARTICLE III - EFFECTIVE DATE and DURATION

The term of existence of the Company shall commence with the filing of the Articles of Organization with the Secretary of State of the State of Florida and shall continue perpetually, unless sooner dissolved in accordance with the laws of the State of Florida. In no instance shall the Company be automatically terminated, dissolved, or operations suspended upon the occurrence of an event, including the death, disability, bankruptcy, expulsion, or withdrawal of a member of the Company, other than the passage of time as may be specified by law or in the Operating Agreement of the Company. Provided, however, that upon any such termination event, the existence and business of the Company may be continued by amendment of these Articles of Organization or the Operating Agreement providing for the continued existence of the Company as may be authorized by Florida Statutes.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Member or Members of the Company shall have a right, by affirmative vote, to continue the existence and business of the Company.

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ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The mailing and street address and location of the principal offices of the Company shall be 2917 W Bay Villa Avenue, Tampa, Florida 33611, but the Company shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Members.

ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered agent of this Company shall be Frederick J. Mills, Esquire, of Morrison & Mills, P.A., at 1200 W. Platt Street, Suite 100, Tampa, Florida 33606.

ARTICLE VI - MEMBERSHIP

This Company shall have three (3) Members initially. The names and addresses of the initial members are:

Fran Pupello
2917 W Bay Villa Avenue
Tampa, FL 33611

Michael Pupello
2917 W Bay Villa Avenue
Tampa, FL 33611

Michelle Dowell
3004 W Euclid Avenue
Tampa, FL 33629

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Additional Members may be admitted to the Company only upon unanimous affirmative vote of all of the then existing Members and upon such terms as may be unanimously agreed upon by such exiting Members in writing. At no time during the existence of this Company shall there ever be less than one Member.

ARTICLE VII - MANAGEMENT

This Company shall be Member managed. The day to day business operations shall be handled by the Members and a majority vote of the Members shall be required for the Company to act at the direction of the Members.

ARTICLE VIII - ANNUAL MEETING

The time and place of the annual Members' meeting shall be the 15th day of March of each and every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Members, and the Members may waive notice thereof before or after the meeting.

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ARTICLE IX - POWERS

This Company shall have all of the powers enumerated in the Florida Limited Liability Company

Act.

ARTICLE X - AMENDMENTS

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto by unanimous affirmative vote of all of the Members of the Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI - LIMITED LIABILITY OF MEMBERS

No Member of the Company shall be liable for the debts, liabilities, or obligations of the Company in excess of the amount of the Member's investment in the Company.

ARTICLE XII - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 605.04074, Florida Statutes, no Member of the Company shall be an agent for the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

ARTICLE XIII - CAPITAL CONTRIBUTIONS

Each Member shall contribute capital to the Company. The amount of cash, the description and agreed value of other non-cash contributions, and the amount or description of property anticipated to be contributed by the Members to the Company shall be addressed in a document separate and distinct from these Articles of Organization.

ARTICLE XIV - ADDITIONAL CAPITAL CONTRIBUTIONS

No Member of the Company shall be obligated or required to make additional capital contributions to the Company.

ARTICLE XV - OPERATING AGREEMENT

At a later date, the Members, if they so choose, shall adopt an Operating Agreement to govern the business affairs or operations of the Company. The Operating Agreement may thereafter be repealed or altered only upon affirmative vote of all of the Members of the Company at the time of such proposed amendment.

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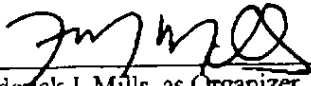
ARTICLE XVI - TAX STATUS

This Company shall be treated as a partnership for federal tax purposes.

ARTICLE XVII—INDEMNIFICATION

The Company shall indemnify any person who was or is a party defendant or is threatened to be made a party defendant, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Company) by reason of the fact that he is or was a Member of the Company, Manager, employee or agent of the Company, or is or was serving at the request of the Company, for instant expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the Members determine that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Company, and with respect to any criminal action proceeding, has no reasonable cause to believe his/her conduct was unlawful.

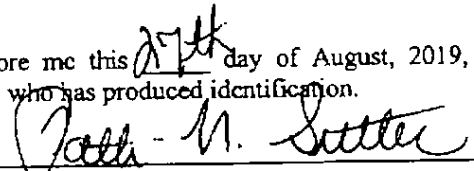
IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal, acknowledged, and filed the foregoing Articles of Organization under the existing laws of the State of Florida.


Frederick J. Mills, as Organizer

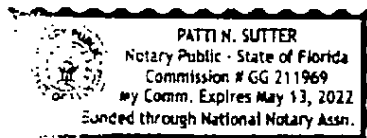
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 27th day of August, 2019, by Frederick J. Mills, who is ☒ personally known to me or ☐ who has produced identification.


NOTARY PUBLIC, STATE OF FLORIDA
Patti N. Sutter

Print Name: _____



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**STATEMENT OF ACCEPTANCE
OF APPOINTMENT AS REGISTERED
FOR
MELVILLE PARTNERS, LLC**

Having been named in the Articles of Organization of MELVILLE PARTNERS, LLC, as Registered Agent to accept service of process for the aforesaid company at its registered office at 1200 West Platt Street, Suite 100, Tampa, Florida 33606, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in the Florida Limited Liability Company Act.

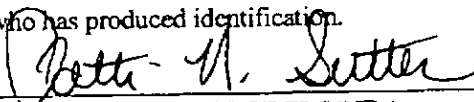
By: 
Frederick J. Mills, Registered Agent

DATE: August 27, 2019

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 27th day of August, 2019, by Frederick J. Mills, Esq. [☒] who is personally known to me or [☐] who has produced identification.


NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Patti N. Sutter

