

U9000217479

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

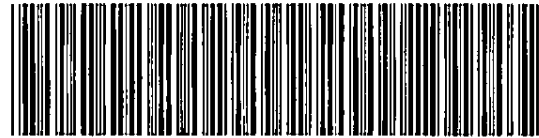
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900332897799

08/27/19 - 01005 ---020 **125.00

FILED
2019 AUG 27 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FL

J. FASON

SEP 05 2019

CHARLES T. WEISS, P.A.

Law Offices
712 U.S. Highway One, Suite 301-2
North Palm Beach, FL 33408
E-Mail: ctw@WeissEstatePlanning.com

Telephone: (561) 848-9970

Facsimile: (561) 848-9961

August 23, 2019

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: **Filing of Articles of Organization: Cooper GP, LLC**

Dear Sir or Madam:

Please find enclosed the following documents for filing with the Florida Department of State:

1. Articles of Organization of Cooper GP, LLC, a Florida Limited Liability Company; and
2. Statement Designating Registered Agent and Office.

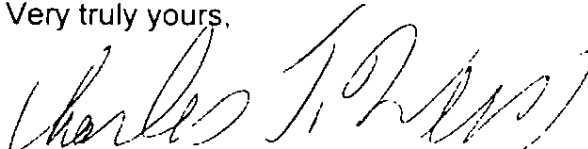
Also enclosed is my Firm's check payable to the Florida Department of State totaling \$125 for the following fees:

- Florida Limited Liability Company Filing Fee of \$100; and
- Designation of Agent Fee of \$25.

Kindly return your confirmation letter indicating the acceptance of the filing (with the assigned document number, filed date, etc.) to me as soon as possible.

Thank you for your prompt assistance. Should you have any questions with regard to this request, please let me know.

Very truly yours,



Charles T. Weiss

CTW:sc
Enclosures

Copy to: Dr. and Mrs. Jason S. Cooper

ARTICLES OF ORGANIZATION OF COOPER GP, LLC.

The undersigned certify that we have associated ourselves together for the purpose of becoming a **limited liability company** under the laws of the State of **Florida**, providing for the formation, rights, privileges, and immunities of **limited liability companies** for profit. We further declare that the following **Articles** shall serve as the Charter and authority for the conduct of business of the **limited liability company**.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the **limited liability company** shall be COOPER GP, LLC., and its principal office shall be located at 12456 Banyan Road, North Palm Beach, FL 33408, County of Palm Beach, State of **Florida**, but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of **Florida** for **limited liability companies**, the general nature of the business or businesses to be transacted, and which the **limited liability company** is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the **Florida** Statutes, including, but not limited to, being the General Partner of a Family Limited Partnership.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of **Florida**, and to do any and all things set forth in these **Articles** to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this **limited liability company** is authorized to carry on, pursuant to the provisions of these **Articles**; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

FILED
19 AUG 27 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FL

5. To exercise all or any of the **limited liability company** powers, and to carry out all or any of the purposes enumerated in these **Articles** and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of **Florida**, providing for the formation, rights, privileges, and immunities of **limited liability companies** for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these **Articles**, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of **Florida**.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this **limited liability company**, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these **Articles** shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the **limited liability company** to carry on any business, exercise any power, or do any act which a **limited liability company** may not, under **Florida** laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All **limited liability company** powers shall be exercised by or under the authority of, and the business and affairs of this **limited liability company** shall be managed under the direction of, the member(s) of this **limited liability company**. This Article may be amended from time to time in the regulations of the **limited liability company** by a unanimous vote of the member(s) of the **limited liability company**.

ARTICLE IV. MANAGEMENT

This **limited liability company** shall be managed by at least one (1) manager. The names and addresses of the persons who shall serve as Manager are as follows:

EMILY F. COOPER
12456 Banyan Road
North Palm Beach, FL 33408

JASON S. COOPER
12456 Banyan Road
North Palm Beach, FL 33408

ARTICLE V. MEMBERSHIP RESTRICTIONS

The Member shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the **limited liability company**.

A member's interest in the **limited liability company** may not be sold or otherwise transferred except with the written consent of all members.

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 **limited liability company**, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100 cash shall be paid to the **limited liability company** by the member(s). Additional contributions will be made as required for investment and business purposes, as determined by unanimous consent of the member(s). Member(s) will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

Profit Sharing.

(a) Profit Sharing. The member(s) shall be entitled to the net profits arising from the operation of the **limited liability company** business that remain after the payment of the expenses of conducting the business of the **limited liability company**. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the **limited liability company**, the month and day of the commencement date being February 1, 2019.

Losses.

(b) Losses. All losses that occur in the operation of the **limited liability company** business shall be paid out of the capital of the **limited liability company** and

the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII. DURATION

This **limited liability company** shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the member(s).


ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the **limited liability company** is 712 U.S. Highway One, Suite 301-2, North Palm Beach, Florida, 33408, County of Palm Beach, State of **Florida**, and the name of the company's initial registered agent at that address is Charles T. Weiss.

The undersigned, being the original member of the **limited liability company**, certifies that this instrument constitutes the proposed **Articles of Organization** of COOPER GP, LLC.

Executed by the undersigned at Palm Beach County on August 22, 2019.

EMILY F. COOPER and JASON S. COOPER,
as Tenants by the Entirety



EMILY F. COOPER



JASON S. COOPER

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)


Pursuant to the provisions of Sections of the Florida Limited Liability Company Act, the Limited Liability Company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the Limited Liability Company is COOPER GP, LLC.

The name of the registered agent for COOPER GP, LLC., is CHARLES T. WEISS, ESQ. and the street address where the agent is located is 712 U.S. Highway One, Suite 301-2, North Palm Beach, FL 33408.

This statement is to acknowledge that, as indicated above, COOPER GP, LLC., has appointed me, CHARLES T. WEISS, ESQ., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 as provided for in Chapter 605, F.S.

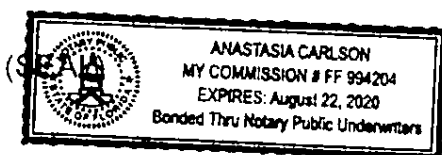
Dated: August 22, 2019.



CHARLES T. WEISS, ESQ., Registered Agent

The foregoing instrument was acknowledged before by CHARLES T. WEISS, ESQ., (who is personally known to me or has produced _____ as identification) as registered agent on behalf of COOPER GP, LLC., a Limited Liability Company.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of August, 2019.





Notary Public State of Florida, at Large

My commission expires: