

Division of Corporations

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Email Address: bwaterfield@timsheldevelopment.com**FLORIDA LIMITED LIABILITY CO.**  
**Tranquility Indian Lake Manager, LLC**

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**ARTICLES OF ORGANIZATION**

**OF**

**TRANQUILITY INDIAN LAKE MANAGER, LLC**

The undersigned, acting as the organizer of TRANQUILITY INDIAN LAKE MANAGER, LLC, under the Florida Revised Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is Tranquility Indian Lake Manager, LLC (the "Company").

**ARTICLE II - Address:**

The mailing and street address of the principal office of the Company is 310 S. Dillard Street, Suite 135, Winter Garden, Florida 34787.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The Company is to be manager-managed. The names and addresses of the initial managers of the Company are as follows:

Timshel Partners, LLC,  
a Florida limited liability company  
310 S. Dillard Street, Suite 135  
Winter Garden, Florida 34787

Hill Tide Ventures, LLC,  
a Florida limited liability company  
137 45<sup>th</sup> Avenue NE  
St. Petersburg, Florida 33703

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new members only upon the unanimous written consent of all the then existing Members of the Company, unless otherwise prescribed by the Operating Agreement.

**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

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**ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Brian Waterfield, and the street address of the Company's initial registered office is 310 S. Dillard Street, Suite 135, Winter Garden, Florida 34787.

**ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.


**ARTICLE IX - Indemnification:**

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

**ARTICLE X - Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

**IN WITNESS WHEREOF**, the undersigned member representative has executed these Articles of Organization as of the 11th day of September, 2019.



Name: Todd M. Wind

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY HEREBY 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 TRANQUILITY INDIAN LAKE MANAGER, LLC.
2. The name and address of the registered agent and office is:

Brian Waterfield  
310 S. Dillard Street, Suite 135  
Winter Garden, FL 34787

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.

By:   
Brian Waterfield

Dated the 11 day of September, 2019.