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2819 OCT 23 PM 1:12  
TALLAHASSEE, FLORIDA

OCT 24 2019

K. L. Embley

**Articles of Organization for  
M & R BEACH CLUB, LLC  
a Florida Limited Liability Company**

FILED  
2016 OCT 23 PM 1:12  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF MIAMI, FLORIDA

The undersigned subscribers to these Articles of Organization, natural persons competent to contract, hereby forms a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liabilities companies for profit. They 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 will be **M & R Beach Club, LLC**. Its principal office and mailing address will be located at 298 Winchester Drive, Saline, MI 48176.

Article II. 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 members of this limited liability company. These Articles of Organization may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

Article III. Management

Management of this limited liability company is reserved to its organizers and members, whose names and addresses are as follows.

Dominic Maniaci	P.O. Box 335, Saline, MI 48176
Maureen Maniaci	P.O. Box 335, Saline, MI 48176
Robert Paul Ryan, as Trustee of the Robert Paul Ryan Living Trust, dated June 23, 1994	17040 Riley Street, Holland, MI 49424

Article IV. Membership Restrictions

Members 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 unanimous 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 V. Capital Contributions

Capital contributions in an amount to be determined by the members shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### Article VI. Profits and Losses

(a) Profit Sharing. The members 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 or the distributive share of the profits specified as follows:

Dominic Maniaci and Maureen Maniaci, as tenants by the entireties	50%
Robert Paul Ryan, as Trustee of the Robert Paul Ryan Living Trust dated June 23, 1994	50%

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 October 22, 2019.

(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 VII. Effective Date

The effective date of this limited liability company and these Articles of Organization is October 22, 2019.

#### 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 members.

Article IX. Initial Registered Office and Registered Agent

The name of the limited liability company's initial registered agent is Cassie Long, whose address is 36468 Emerald Coast Parkway, Unit 6101, Destin, FL 32541.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company under the laws of the State of Florida, the undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of **M & R Beach Club, LLC**.

Executed by the undersigned on this 22<sup>nd</sup> day of October, 2019.



Cassie Long, as Authorized  
Representative of Dominic Maniaci,  
Member



Cassie Long, as Authorized  
Representative of Maureen Maniaci,  
Member



Cassie Long, as Authorized  
Representative of Robert Paul Ryan,  
as Trustee of the Robert Paul Ryan  
Living Trust, dated June 23, 1994

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The forgoing instrument was acknowledged before me this 22 day of October, 2019, by Cassie Long, as Authorized Representative for Dominic Maniaci, Maureen Maniaci, and Robert Paul Ryan, Trustee, (✓) who is personally known to me/ ( ) who produced the following as identification: \_\_\_\_\_.

WITNESS my hand and seal this 22 day of October, 2019.

Affix Seal:



Type Name: \_\_\_\_\_

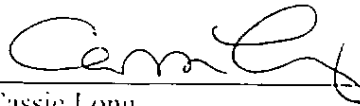
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

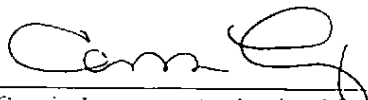
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, **M & R Beach Club, LLC**, submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the registered agent for **M & R Beach Club, LLC**, is Cassie Long, 36468 Emerald Coast Parkway, Unit 6101, Destin, FL 32541.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and 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.

  
Cassie Long  
Registered Agent

10/22/19  
Date

  
Cassie Long, as Authorized Representative  
of the Members

10/22/19  
Date

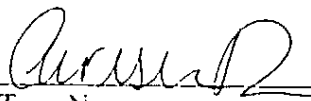
STATE OF FLORIDA  
COUNTY OF OKALOOSA

The forgoing instrument was acknowledged before me this 22 day of October, 2019, by Cassie Long, personally and as Authorized Representative of the Members, (✓) who is personally known to me/ ( ) who produced the following as identification: \_\_\_\_\_.

WITNESS my hand and seal this 22 day of October, 2019.

Affix Seal:



  
Type Name: \_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires: \_\_\_\_\_