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Division of Corporations

Florida Department of State  
Division of Corporations  
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Fax Number : (850)617-6381

From:  
Account Name : WARD, DAMON & POSNER, P.A.  
Account Number : 072262000447  
Phone : (561)842-3000  
Fax Number : (561)842-3626

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: MJPOSNER@WARDAMON.COM

FLORIDA LIMITED LIABILITY CO.  
410 Winthrop House, LLC

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ARTICLES OF ORGANIZATION  
OF  
410 WINTHROP HOUSE, LLC

THE UNDERSIGNED, pursuant to the Florida Revised Limited Liability Company Act, adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - NAME

The name of this Limited Liability Company is:

410 Winthrop House, LLC

ARTICLE II - DURATION

The duration of this Limited Liability Company is perpetual.

ARTICLE III - LIMITED PURPOSE

The purpose for which this Limited Liability Company is organized is to (i) own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with that certain parcel of real property, together with all improvements thereon, located at 100 Worth Avenue, Apartment 410, Palm Beach, Florida 33480 in Palm Beach County, Florida, commonly known as 410 Winthrop House (the "Property"); and (ii) to exercise all powers enumerated in the Florida Revised Limited Liability Company Act of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE IV - PROHIBITED ACTIVITIES

Notwithstanding any provision hereof to the contrary and for so long as a Ward Damon, PL (the "Original Member") is a member of the Company, the following shall govern:

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PALM BEACH COUNTY

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(i) The Company shall only incur or cause the Company to incur indebtedness in an amount necessary to acquire, operate and maintain the Property and shall not and shall not cause the Company to incur, assume, or guaranty any other indebtedness.

(ii) The Company shall not and shall not cause the Company to consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity.

(iii) The Company shall not voluntarily commence a case with respect to itself or cause the Company to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors.

(iv) In the event the life of the Company is not continued or any other event of dissolution, the Company shall not cause the Company to liquidate the Property.

#### ARTICLE V – SEPARATENESS COVENANTS

Notwithstanding any provision hereof to the contrary and for so long as the Original Member is a member of the Company, in order to preserve and ensure its separate and distinct limited liability company identity, in addition to the other provisions set forth herein, the Company shall conduct its affairs in accordance with the following provisions:

(i) It shall not and shall not cause the Company to materially amend, modify or otherwise change its articles or certificate of organization, operating agreement, or other formation agreement or document, as applicable, in any material term or manner, or in a manner which adversely affects the Company's existence as a single purpose entity.

(ii) It shall not liquidate or dissolve (or suffer any liquidation or dissolution), or otherwise dispose of all or substantially all the business or assets of, or any units or other evidence of beneficial ownership of any entity.

(iii) It does not own and shall not own any asset other than its interest in the Property.

Prepared By: Michael J Posner, Esq.  
4420 Beacon Circle, Suite 100  
West Palm Beach, Florida 33407  
Bar No: 525685 ♦ Phone: 561/842-3000

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(iv) It is not engaged and shall not engage, either directly or indirectly, in any business other than acting as the owner and operator of the Property.

(v) It shall not enter into any contract or agreement with any affiliate or member of EW LLC (the "Exchanger"), as applicable, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate.

(vi) It has not incurred and shall not incur, and shall not cause the Company to incur, any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation).

(vii) It has not made and will not make any loans or advances to any third party.

(viii) It is and shall be solvent and pay its debts from its assets as the same shall become due.

(ix) It has done or caused to be done and will do all things necessary to preserve its existence and will observe all formalities applicable to it.

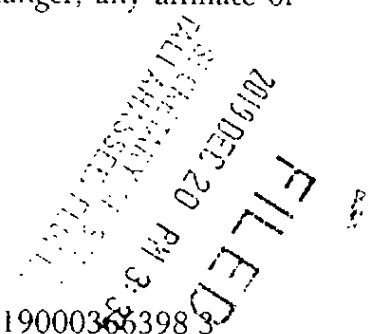
(x) It will conduct and operate its business in its own name and as presently conducted and operated.

(xi) It will be, and at all times shall hold itself out to the public as, a legal entity, separate and distinct from any other entity (including, without limitation, Exchanger and any affiliate or member of Exchanger).

(xii) It shall file its own tax returns.

(xiii) It shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations.

(xiv) It has and shall maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of the Exchanger, any affiliate or any other person.



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(xv) It shall establish and maintain an office through which its business shall be conducted separate and apart from those of Exchanger and any.

(xvi) It shall maintain separate company records, financial statements and books of account from those of Exchanger and any affiliate.

(xvii) It shall not commingle assets with those of the Exchanger or any affiliate.

(xviii) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of Exchanger or any affiliate.

(xix) It shall not guarantee or become obligated for the debts of any other entity, including Exchanger or any affiliate, or hold out its credit as being available to satisfy the obligations of others.

(xx) It shall use stationery, invoices and checks separate from Exchanger or any affiliate.

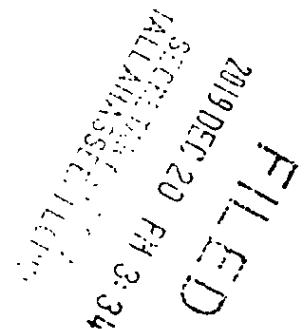
(xxi) It shall not pledge its assets for the benefit of any other entity, including Exchanger or any affiliate.

**ARTICLE VI - MAILING ADDRESS OF LIMITED LIABILITY COMPANY**

The mailing address of the business of this Limited Liability Company is 4420 Beacon Circle, West Palm Beach, Florida 33407 and the principal place of business of this Limited Liability Company is 4420 Beacon Circle, West Palm Beach, Florida 33407.

**ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this Limited Liability Company's initial registered office in Florida is 4420 Beacon Circle, West Palm Beach, Florida 33407 and the name of its initial registered agent at that address is Ward Damon Business Services, LLC.



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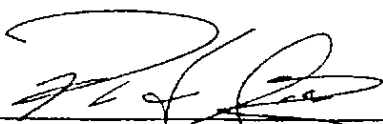
ARTICLE VI - MANAGEMENT

The Limited Liability Company is to be manager-managed. The name and address of the initial manager is as follows:

Ward Damon, PL 4420 Beacon Circle, West Palm Beach, Florida 33407

DATED this 20th day of December, 2019.

Ward Damon, PL


By:   
Philip H. Ward, III, Manager

*(In accordance with Florida Statutes §605.0205(3) the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are accurate.)*

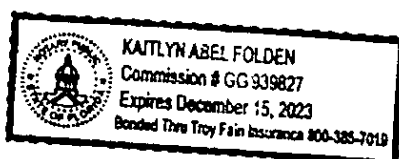
STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, sworn to and subscribed before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Philip H. Ward, III, Manager of Ward Damon, PL, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that s/he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 20<sup>th</sup> day of December, 2019.

  
Notary Public, State of Florida

My Commission Expires:



Prepared By: Michael J Posner, Esq.  
4420 Beacon Circle, Suite 100  
West Palm Beach, Florida 33407  
Bar No: 525685 ♦ Phone: 561/842-3000

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CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for **410 Winthrop House, LLC**, at the initial registered office of the Limited Liability Company in this State designated in its Articles of Organization, 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 as provided for in Chapter 605, Florida Statutes.

Date: December 20, 2019.

Ward Damon Business Services, LLC

By: 

Michael J Posner, Member  
4420 Beacon Circle  
West Palm Beach, Florida 33407