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## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** 1327 Holdings, LLC  
\_\_\_\_\_  
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mitchell F. Green  
\_\_\_\_\_  
Name of Person

Kramer Green  
\_\_\_\_\_  
Firm/Company

4000 Hollywood Blvd., Suite 485S  
\_\_\_\_\_  
Address

Hollywood, FL 33021  
\_\_\_\_\_  
City/State and Zip Code

jasons@smithbuildinginc.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mitchell F. Green                      954              966-2112  
\_\_\_\_\_  
Name of Person                      at (              )              Daytime Telephone Number  
Area Code

Enclosed is a check for the following amount:

- |                                                        |                                                                        |                                                                                                  |                                                                                                                            |
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| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

**Mailing Address:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

**FOR**

**1327 HOLDINGS, LLC**

The Articles of Organization for 1327 Holdings, LLC, which Articles of Organization were originally filed on January 22, 2020, are being amended and restated, in their entirety, to provide, among other things: (i) provide for the issuance of 10,000 Units of membership interest, which units shall evidence the interest of the Members of the Limited Liability Company; (ii) provide that the Limited Liability Company shall be managed by a board of managers; (iii) provide for a limitation on distributions; and (iv) provide for the Managers of the Limited Liability Company to hold offices. This Amended and Restated Articles of Organization was adopted by written consent of all of the Members and Managers of the Limited Liability Company, entitled to vote thereon, pursuant to Florida Limited Liability Company Act Section 605.04073, on December 8, 2023. These Amended and Restated Articles of Organization are being filed in accordance with Florida Limited Liability Company Act Section 605.0202.

**ARTICLE I - NAME**

The name of the Limited Liability Company is **1327 HOLDINGS, LLC**

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 1327 SE 2<sup>nd</sup> Avenue, Fort Lauderdale, FL 33316.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MEMBER UNITS**

The Limited Liability Company is authorized to issue 10,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

**ARTICLE V - MANAGEMENT**

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

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FORT LAUDERDALE, FL

5.2 The board of managers of the Limited Liability Company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Operating Agreement of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the initial manager of the Limited Liability Company is:

Jason Smith  
1327 SE 2<sup>nd</sup> Avenue  
Fort Lauderdale, FL 33316

#### **ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning one hundred (100%) percent of the outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning one hundred (100%) percent of the outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning one hundred (100%) percent of the issued and outstanding Member Units of the Limited Liability Company.

#### **ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS**

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, 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 of the Limited Liability Company, upon the approval of one (1) member.

#### **ARTICLE VIII - WITHDRAWAL; RETURN OF CAPITAL**

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice, and (ii) with the consent of Members owning one hundred (100%) percent of the Member Units of the Limited Liability Company. Likewise, there shall be no return of all or a portion of the contributed capital without the consent of Members owning one hundred (100%) percent of the Member Units of the Limited Liability Company.

#### **ARTICLE IX - OFFICERS**

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Operating Agreement of the Limited Liability Company.

## **ARTICLE X - AMENDMENT OF ARTICLES OF ORGANIZATION**

Members owning one hundred (100%) percent of the Member Units of the Limited Liability Company may consent to an amendment to the Articles of Organization.

## **ARTICLE XI - INDEMNIFICATION**

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 8<sup>th</sup> day of December, 2023.



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Jason Smith, Authorized representative of the  
members of the Limited Liability Company

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **1327 HOLDINGS, LLC.**
2. The name and the Florida street address of the registered agent are:

Mitchell F. Green  
4000 Hollywood Boulevard  
Suite 485-South  
Hollywood, FL 33021

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.



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MITCHELL F. GREEN, Registered Agent