

2/4/2020

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FLORIDA LIMITED LIABILITY CO.**Via Plata Florida, LLC**

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**ARTICLES OF ORGANIZATION
OF
VIA PLATA FLORIDA, LLC**

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**ARTICLE I
Name**

The name of the limited liability company ("Company") is Via Plata Florida, LLC.

**ARTICLE II
Address**

The initial mailing address of the Company's principal office is 6250 Holmes Blvd., Unit 52, Holmes Beach, FL 34217. The initial street address of the Company's principal office is 6250 Holmes Blvd., Unit 52, Holmes Beach, FL 34217.

**ARTICLE III
Purpose and Duration**

The purpose of this Company is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Company shall have all powers given limited liability companies under the Laws of the State of Florida. The period of duration of this Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Mary Carlson. The address of the Company's registered office in Florida is 6250 Holmes Blvd., Unit 52, Holmes Beach, FL 34217.

**ARTICLE V
Management**

A. The Company is to be managed by a Manager or Managers who will generally serve from annual meeting to annual meeting of the Member(s) (or until a replacement is qualified and elected) unless the Company's Operating Agreement, if any, dictates otherwise. The initial Manager(s), however, shall serve at least until the organizational meeting of the Company and is identified as follows:

Mary Carlson, whose address is 6250 Holmes Blvd., Unit 52, Holmes Beach, FL 34217

B. The Manager shall have the authority to exercise all powers of the Company and

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to do all things necessary to carry out its business and affairs described in Florida Statutes Section 605.0109, as from time to time amended, including, but not limited to, conduct the Company's business and the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

1. Without having first obtained the prior written consent of a simple majority in interest of the Member(s), the Manager(s) shall not cause or permit the Company to:

a. Sell, convey, transfer, assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than 15 years, or execute and deliver any deed, mortgage, or lease of, any Company real property, or any part or interest thereof, or,

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors, or apply for other such relief available under similar laws or regulations, or,

c. Hire, terminate, or modify the terms of employment of any Manager, or,

d. Cause this Company to enter into a joint venture or partnership with any other person or entity, or,

e. Invest in the debt or equity of any other entity, or,

f. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

2. Without having first obtained the prior written consent of all of the Member(s), the Manager(s) shall not amend these Articles or the Operating Agreement, if any, of the Company to:

a. Reduce the "LLC Interest" (the Member's transferrable interest and membership rights as defined by Florida Statutes, and further supplemented by the Company's Operating Agreement, if any), "Member Status" (the Member's rights as a member separate from the Member's transferrable interest as defined by Florida law, and further supplemented by the Company's Operating Agreement, if any), rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or,

b. Enlarge the LLC Interest, Member Status (if applicable), rights, privileges, or benefits or reduce the duties and obligations of the Manager(s), or,

c. Modify the duration of this Company, or,

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- d. Affect the rights or restrictions regarding the assignability of Member Status or Transferable Interest, or;
- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

C. A "majority in interest," without more, shall mean a simple majority, as determined by their "LLC Interest Percentages" (as defined by Florida Statutes, and further supplemented by the Company's Operating Agreement, if any) in the Company, of the Member(s) of the Company.

ARTICLE VI

Continuation of Business

A majority in interest of the remaining Member(s) of the Company have the right to continue the business 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 Company.

ARTICLE VII

Profits and Losses Allocation

Profits and losses will be allocated to the Member(s) in accordance with the Operating Agreement of the Company, if any, and, if none, their ownership interest(s).

ARTICLE VIII

Amendments

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single party is the sole Member and Manager, only that party shall be required to sign said Articles of Amendment.

ARTICLE IX

Commencement

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Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Member or an authorized representative of a Member has/have executed these Articles of Organization on this 3rd day of February, 2020.



Mary Carlson, Member and Manager

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TALLAHASSEE, FL

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**CERTIFICATE OF DESIGNATED
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for Via Plata Florida, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, are: Mary Carlson, 6250 Holmes Blvd., Unit 52, Holmes Beach, FL 34217.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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.

Dated: February 3, 2020.



Mary Carlson, Registered Agent

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