

L200000059824

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

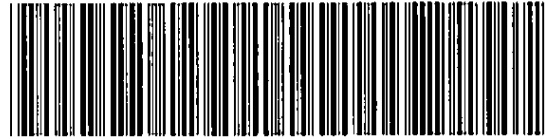
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200341264492

02/26/20--01007--014 **155.00

FILED
2020 FEB 26 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FL

20 FEB 2020 12:27

FEB 27 2020

CAPITAL CONNECTION, INC.

• 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax: (850) 222-1222

Smith Venture Capital – GSF, LLC

Signature _____

Requested by: SN

02/26/20

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- ☒ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED

2020 FEB 26 AM 11: 58

ARTICLES OF ORGANIZATION
OF SMITH VENTURE CAPITAL - GSF, L.L.C. TALLAHASSEE, FL

SECRETARY OF STATE

The undersigned has elected to form a limited liability company under the laws of the State of Florida, Florida Statutes Chapter 605, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be **SMITH VENTURE CAPITAL - GSF, L.L.C.**, and its principal place of business shall be in the **City of Fort Walton Beach, Okaloosa County**, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. The primary purpose of the company shall be to receive contributions of property from the its members, to hold such property for business ventures and investment, and to reinvest the income derived from the operation or sale of all or any part of the property for investment purposes in stock, bonds, securities, life insurance contracts, real estate or any other property, all in such manner as the Manager, in the Manager's sole discretion, determine in good faith to be for the mutual benefit and for the general furtherance of the financial interests of the Members. Additionally, the purpose is to consolidate the management of the property; to avoid the division of the property in order to promote the greater sales potential of the property; to avoid potential expensive litigation and disputes over the property by providing mechanisms which will provide for management and procedures to resolve disputes; to provide mechanisms which will restrict the potential of any Member to transfer his interests in the Company; and to establish an investment policy for the Company which encourages investments primarily for the growth of the value of the assets of the Company. The Company may purchase any real or personal property, make any investment, and engage in any joint venture, general partnership, limited partnership, or other business activity proposed by the Manager and not prohibited by law.

2. To engage in any activity or business authorized by Florida law.

3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III LIMITED LIABILITY COMPANY 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 manager(s) of this limited liability company. This article 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 IV DURATION

This limited liability company shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at **1 Beal Parkway NE Fort Walton Beach, Florida 32548**. The mailing address is **1 Beal Parkway NE, Fort Walton Beach, Florida 32548**. The e-mail address for the company is: **tsm007@aol.com**

ARTICLE VI MANAGEMENT

This limited liability company shall be managed by one or more managers. The names and addresses of the persons who shall serve as such until the first annual meeting of members or until a successor is elected and qualified are: **TIMOTHY W. SMITH**, 1 Beal Parkway NE, Fort Walton Beach, Florida 32548 and **SHARON L. SMITH**, 1 Beal Parkway NE, Fort Walton Beach, Florida 32548.

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

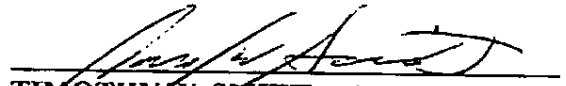
The address of the initial registered office of the limited liability company is **1 Beal Parkway NE, Fort Walton Beach, Florida 32548** and the name of its initial registered agent at such address is **TIMOTHY W. SMITH**.

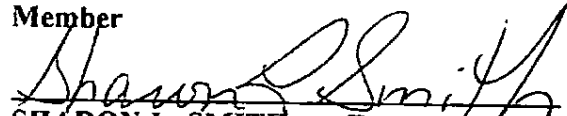
ARTICLE VIII RESTRICTIONS ON MEMBERSHIP

The admission of Members to the Company shall be accomplished in the manner provided for in the Operating Agreement of the Company. 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 in the manner provided for in the Operating Agreement of the Company.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **SMITH VENTURE CAPITAL - GSF, L.L.C.**


Executed by the undersigned at Fort Walton Beach, Okaloosa County, Florida, on the 6th day of December, 2019.


TIMOTHY W. SMITH, as Trustee under the
Revocable Trust Agreement of Timothy W.
Smith, dated December 6, 2019
Member


SHARON L. SMITH, as Trustee under the
Revocable Trust Agreement of Sharon L.
Smith, dated December 6, 2019
Member

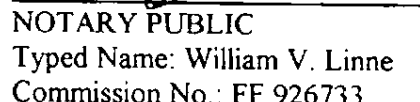
STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 6th day of December, 2019 by
TIMOTHY W. SMITH, as Trustee under the Revocable Trust Agreement of Timothy W. Smith
, dated December 6, 2019, on behalf of **Smith Venture Capital-GSF, L.L.C.**, a Florida Limited
Liability Company, who is personally known to me.


NOTARY PUBLIC
Typed Name: William V. Linne
Commission No.: FF 926733
Commission Expires: 12/30/2019

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 6th day of December, 2019 by
SHARON L. SMITH, as Trustee under the Revocable Trust Agreement of Sharon L. Smith, dated
December 6, 2019, on behalf of **Smith Venture Capital-GSF, L.L.C.**, a Florida Limited Liability
Company, who is personally known to me.


NOTARY PUBLIC
Typed Name: William V. Linne
Commission No.: FF 926733
Commission Expires: 12/30/2019

STATE OF FLORIDA
COUNTY OF ESCAMBIA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

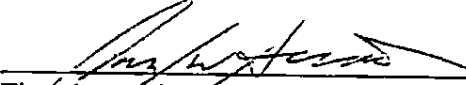
Pursuant to the provisions of Sections 605.0113(2) and 605.0201 of the Florida Revised Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **Smith Venture Capital-GSF, L.L.C.**

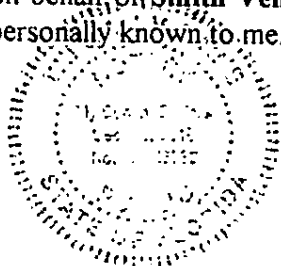
The name of the registered agent for **Smith Venture Capital-GSF, L.L.C.** is **Timothy W. Smith**, and the street address of the company's initial registered office where the agent is located is: **1 Beal Parkway NE, Fort Walton Beach, Florida 32548.**

This statement is to acknowledge that, as indicated above, **Smith Venture Capital-GSF, L.L.C.**, has appointed me, **Timothy W. Smith**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: December 6, 2019.


Timothy W. Smith
Registered Agent

The foregoing instrument was acknowledged before me this 6th day of December, 2019, by Timothy W. Smith, agent on behalf of **Smith Venture Capital-GSF, L.L.C.**, a Florida Limited Liability Company, who is personally known to me.




NOTARY PUBLIC

Typed Name: William V. Linne
Commission No.: FF 926733
Commission Expires: 12/30/2019

Z:\CLIENTS Smith, Timothy\2019 Estate Planning\LLC's Smith Venture Capital - GSF, LLC\AGENT.wpd

2020 FEB 26 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FL

FILED