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# BENJAMIN Y. SAXON II, PLLC

Attorney and Counselor at Law

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February 4, 2020

New Filing Section
Division of Corporations
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Tallahassee, FL 32314

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL

**RE: M & D REAL ESTATE HOLDINGS, LLC**

Dear Sir:

Enclosed please find the original Articles of Organization of M & D Real Estate Holdings, LLC, for filing by your office. Please return all correspondence concerning this matter to this law office directed to "Benjamin Y. Saxon II".

Also enclosed please find our check in the amount of $130.00 to cover the following fees:

| | |
|---|---|
| Filing Fee | $ 125.00 |
| Certificate of Status | 5.00 |
| TOTAL | $ 130.00 |

The email address to used for future annual report notification is: shocktrauma@me.com.

Thank you for your cooperation and prompt response with respect to this matter.

Very truly yours,

**BENJAMIN Y. SAXON II, PLLC**
Attorney and Counselor at Law

**BENJAMIN Y. SAXON II, ESQUIRE**

BYS/css
Enclosures

## ARTICLES OF ORGANIZATION OF
## M & D REAL ESTATE HOLDINGS, LLC

The undersigned certify that I have formed these Articles of Organization for the purpose of becoming a **limited liability company** under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of **limited liability companies** for profit. I 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 shall be **M & D Real Estate Holdings, LLC**, its principal office shall be located at **411 East New Haven Avenue, Melbourne, FL, 32901**, County of **Brevard**, and its mailing address shall be **1406 South Riverside Drive, Indialantic, FL, 32903**, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

FILED

### ARTICLE II. PURPOSES AND POWERS

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

1. To engage in any activity or business authorized under the Florida Statutes.

2. 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 set forth in these Articles to the same extent as a natural person might or could do.

3. 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. 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, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 set forth in these Articles, 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.
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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

## ARTICLE III. 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. 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. MANAGEMENT

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

| Title | NAME AND ADDRESS |
|---|---|
| Manager<br>Authorized Member | MARTY R. BROWN<br>411 East New Haven Avenue<br>Melbourne, FL 32901 |
| Authorized Member | DINA BROWN<br>411 East New Haven Avenue<br>Melbourne, FL 32901 |

## ARTICLE V. 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 VI. CAPITAL CONTRIBUTIONS

Capital contributions in the form of cash and personal property shall be transferred to the limited liability company by its member. 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 VII. 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. 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.

(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 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 address of the initial registered office of the **limited liability company** is **1406 South Riverside Drive, Indialantic, FL,** 32903, County of Brevard, and the name of the company's initial registered agent at that address is **MARTY R. BROWN.**

The undersigned, being the original members of the **limited liability company**, certify that this instrument constitutes the proposed **Articles of Organization of M & D Real Estate Holdings,** LLC.

Executed by the undersigned on 2/4, 2020.



MARTY R. BROWN, Member

DINA BROWN, Member

STATE OF FLORIDA

COUNTY OF BREVARD

**BEFORE ME,** the undersigned authority duly authorized to administer oaths in the State and County aforesaid, personally appeared **MARTY R. BROWN and DINA BROWN**, who: are personally known to me, who executed the foregoing Articles of Organization, and they acknowledged before me that they executed the same for the purposes therein expressed.

**WITNESS** my hand and official seal in the County and State aforesaid this 4th day of February, 2020.

(Signature of Notary Public)

Marilyn A. Lucas

(Typed Name of Notary Public)

My Commission Expires:

MARILYN A. LUCAS
MY COMMISSION # FF 993622
EXPIRES: August 6, 2020