

LA00000213451

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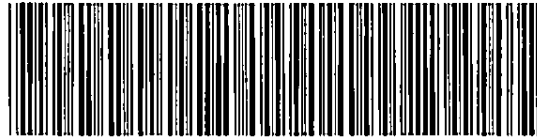
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SOUTHERNMOST ENTERPRISES LLC

Please Debit FCA000000003 For: 25

Thank you Seth Neeley



Signature

Requested by:

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 _____

AMENDED & RESTATED
ARTICLES OF ORGANIZATION

OF

SOUTHERNMOST ENTERPRISES, LLC

Having previously formed and created a limited liability company pursuant to Chapter 605 and Fla. Statutes §605.0201 of the laws of the State of Florida, we do hereby execute and adopt these Amended & Restated Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following pursuant to §605.0202, Florida Statutes: *first, that the Company was filed with the State of Florida on July 21, 2020, with an effective date of August 1, 2020, under Document No.: L20000213451.*

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112 and §605.0201(2)(a), the limited liability company's name shall be:
"SOUTHERNMOST ENTERPRISES, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence began at the date and time when the original Articles of Organization were filed with the Florida Department of State on *July 21, 2020, with an effective date of August 1, 2020, under Document No.: L20000213451*, all in accordance with Fla. Stat. §605.0201(4) and Fla. Stat. §605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Street Address:

5236 Suncrest Road
Key West, FL 33040

Mailing Address:

5236 Suncrest Road
Key West, FL 33040

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's registered agent in the State of Florida is: *1009 Simonton Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

RICHARD M. KLITENICK, ESQ.

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ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by one (1) Manager for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605, Florida Statutes. This limited liability company shall now be managed by two (2) Managers, JOHN POZZI, JR., and GABRIELA POZZI, and no other persons or individuals shall have the right to manage this limited liability company until such time, by corporate action, that the Manager(s) is removed or replaced, or resigns, dies, voluntarily retires or consents in writing to a successor Manager(s). Accordingly, this limited liability Company is now to be a Manager-managed company as set forth in Fla. Stat. §605.0407(1)(a) and Fla. Stat. §605.0201(3)(a) and shall be so managed by the Managers, JOHN POZZI, JR., and GABRIELA POZZI. Upon the removal, replacement, resignation, death, or retirement, or written consent to a successor Manager(s), the successor Manager(s) shall be selected (i) in accordance with any then adopted Operating Agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of units in this limited liability company.

In accordance with the foregoing, the name and address of the Managers of this limited liability company are:

<u>Name of Manager</u>	<u>Address</u>
JOHN POZZI, JR.	5236 Suncrest Road Key West, FL 33040
GABRIELA POZZI	5236 Suncrest Road Key West, FL 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or Fla. Stat. §605.0404(2) (or successor sections) the Managers shall have sole discretion in making decisions to make distributions to members from this limited liability company. Furthermore, since this limited liability company is to be a Manager-managed company, the Managers shall have all the rights afforded under Fla. Stat. § 605.0407(3) (or successor statute); and the rights afforded to the Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if there should be any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator, and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605, Florida Statutes.

ARTICLE X - STATEMENT OF AUTHORITY

This limited liability company may file a Statement of Authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the Managers and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned Managers of this limited liability company have executed these Amended & Restated Articles of Organization on this 2 day of December, 2024.

SOUTHERNMOST ENTERPRISES, LLC,
a Florida limited liability company

By: _____

JOHN POZZI, JR., Manager

By: _____

GABRIELA POZZI, Manager

STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that before me, an officer duly authorized to administer oaths and take acknowledgements in the State of Florida, the foregoing instrument was acknowledged by means of ☒ physical presence or ☐ online notarization by JOHN POZZI, JR., and GABRIELA POZZI, who are personally known to me; or, who have produced SHA as identification, and they acknowledged to me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Key West, Monroe County, Florida on this 2nd day of December, 2024.

(STAMP/SEAL)



Notary Public, State of FL

Commission Expires: 11/11/28

CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapters 605 and 48.061, Florida Statutes, the following is submitted:

That SOUTHERNMOST ENTERPRISES, LLC, desiring to remain qualified under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, FL, has named RICHARD M. KLITENICK, ESQ., as its agent to accept service of process.

SOUTHERNMOST ENTERPRISES, LLC,
a Florida limited liability company

By: 

JOHN POZZI, JR., Manager

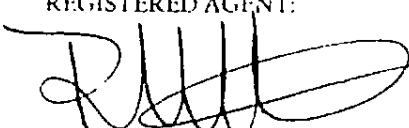
By: 

GABRIEL POZZI, Manager

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 605 of Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


RICHARD M. KLITENICK, ESQ.
December 2, 2024