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ARTICLES OF ORGANIZATION OF

JBG PROPERTIES OF BROWARD, LLC

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.201 of the laws of the State of Florida, and do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and hereby state and certify the following:

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 "JBG PROPERTIES OF BROWARD, 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 shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §§605.0201(4) and 605.0207.

<u>ARTICLE III - LOCATION OF PRINCIPAL OFFICE</u>

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:

Mailing and Street Address:

10 Venetian Way, Apt. 603 Miami Beach, FL 33139

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is **HAROLD E. WOLFE, JR., ESQ**. The name of the registered agent at such registered office is 2300 Palm Beach Lakes Blvd., Suite 302, West Palm Beach, FL 33409. The written acceptance of the Company's initial registered agent as required under Fla. Stat. §605.0201(2)(c) is affixed to the end of these Articles.

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. In accordance with Fla. Stat. §605.0403(5) (or successor section), any Member who fails to make a required capital contribution under the terms of the Operating

Agreement shall forfeit such defaulting Member's membership interest and such individual shall not become a Member of this limited liability company.

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 duration 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 a Manager-managed company for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605 of the Florida Statutes. This limited liability company shall be managed, as a Manager-managed limited liability company, by one (1) Manager, HARRY THOMAS WILSON, III, during his lifetime and no other persons or individuals shall have the right to so manage this limited liability company unless HARRY THOMAS WILSON, III resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this limited liability company is to be a Manager-managed company as set forth in Fla. Stat. §§605.0407(1)(a) and 605.0201(3)(a) and shall be so managed by HARRY THOMAS WILSON, III until he has resigned, died, or retired, or consented to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager, of HARRY THOMAS WILSON, III, in such event, a successor Manager 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 Manager of this limited liability company is:

Name of Manager

Address

Harry Thomas Wilson, III

10 Venetian Way, Apt. 603 Miami Beach, FL 33139

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or §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 Manager herein named shall have all of the rights afforded under Fla. Stat. §605.0407(3) (or successor statute); and the rights afforded the Manager 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 ten thousand (10,000) units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if 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 in an amount specified in the Operating Agreement or as specified in Fla. Stat. §605.0404 if the Operating Agreement is silent as to that matter.

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 of the Florida Statutes. Additionally, this limited liability company shall engage in the ownership of real property and all facets of the vacation rental business.

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

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 managers and designating successors (except as provided in Article VIII hereof), shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Such Operating Agreement shall comply with provisions of Fla. Stat. §\$605.0105 and 605.0106; provided, however, that any amendment or alternation of the Operating Agreement of this limited liability comany shall strictly comply with any amendment procedure contained in the Operating Agreement unless all Members unanimously otherwise agree in writing. The provisions of Chapter 605 of the Florida Statutes entitled the "Florida Revised Limited Liability Company Act" shall govern this limited liability company except to the extent

overridden by specific provisions of any Operating Agreement then governing this limited liability company.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this ______ day of September, 2020.

JBG PRÔPERTIES OF BROWARD, LLC

HARRY THOMAS WILSON, III, as Trustee of the HARRY THOMAS WILSON, III Revocable Trust originally dated September 28, 2009, as restated on May 17, 2017, as amended, Member

GEORGE A. KAICH, as Trustee of the GEORGE A. KAICH Revocable Trust Agreement, originally dated November 16, 2009, as restated on November 17, 2015, as amended, Member

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STATE OF NEW YORK
COUNTY OF GREENE)
I HEREBY CERTIFY that on this day of September, 2020, before me, an
officer duly authorized to administer oaths and take acknowledgments in the state and county
aforesaid, the foregoing instrument was acknowledged by means of □ physical presence or □ online
notarization by HARRY THOMAS WILSON, III, who is personally known to me, or who has
produced <u>Oliver Lice 15e</u> as identification, and he
acknowledged to me that he executed this document freely and voluntarily for the purposes herein
expressed.
(STAMP/SEAL)
NOTARY PUBLIC-STATE OF NEW YORK No. 01HU6186680 Qualified in Dutchess County My Commission Expires 05-18-20
STATE OF NEW YORK)) ss: COUNTY OF GREENE) I HEREBY CERTIFY that on this day of September, 2020, before me, an
officer duly authorized to administer oaths and take acknowledgments in the state and county
aforesaid, the foregoing instrument was acknowledged by means of ☑ physical presence or ☐ online
notarization by GEORGE A. KAICH, □ who is personally known to me, or □ who has produced
as identification, and he acknowledged to me
that he executed this document freely and voluntarily for the purposes herein expressed.
(STAMP/SEAL)
NOTARY PUBLIC-STATE OF NEW YORK No. 01HU6186680 Qualified in Dutchess County My Commission Expires 05-19-20

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 Section 605.0113, Florida Statutes, the following is submitted:

That JBG PROPERTIES OF BROWARD, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Miami Beach, County of Miami-Dade, State of Florida, has named HAROLD E. WOLFE, JR., ESQ., as its agent to accept service of process.

Signature:

HARRY THOMAS WILSON, III, Trustee

Title:

Incorporating Member

Date:

September: |arphi| , 202

Signature

∕GEORĞE AÆKAICH

Title:

Incorporating Member

Date:

September \ \\ , 202

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Revised Limited Liability Company Act. Chapter 605 of the Florida Statutes and Florida Statutes §605.0113, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this 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:

HAROLD E. WOLFE, JR., ESQ.

DATE: September 19, 2020