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FLORIDA LIMITED LIABILITY CO.
WESTBROOK DEVELOPMENT, LLC

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ARTICLES OF ORGANIZATION
OF
WESTBROOK DEVELOPMENT, LLC

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The undersigned subscribers to the Articles of Organization, each a natural person competent to contract, hereby associate themselves together to form a limited liability company under the provisions of Chapter 605 of the laws of the State of Florida.

ARTICLE I

The name of the limited liability company is: WESTBROOK DEVELOPMENT, LLC

ARTICLE II

The duration of this limited liability company shall be perpetual.

ARTICLE III

The initial address of the place of business in the State of Florida of this limited liability company is 2589 Herschel Street, Jacksonville, Florida 32204, and the initial mailing address is the same.

ARTICLE IV

The registered office shall be 10151 Deerwood Park Blvd., Bldg. 300, Suite 300, Jacksonville, Florida 32256, and the registered agent at that same address is Daniel D. Akel.

ARTICLE V
PURPOSE OF COMPANY

The purpose for which this Limited Liability Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 605 of the Florida Statutes.

ARTICLE VI

The members of this limited liability company may admit additional members upon the unanimous approval of the existing members and the contribution of cash or property in an amount to be unanimously approved by the existing members.

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ARTICLE VII

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the liability company, the business of the limited liability company may be continued if all of the remaining members unanimously consent to such continuance of business.

ARTICLE VIII

This limited liability company is to be managed by a manager or managers and the name and address of the initial managers who are to serve as co-managers until the first annual meeting of members or until successor or successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Henry M. Tilley	2589 Herschel Street Jacksonville, Florida 32204
Annette B. Tilley	2589 Herschel Street Jacksonville, Florida 32204

In the event there is more than one (1) manager, either manager shall have the right and ability to act alone without the other manager.

ARTICLE IX

The date of the existence of the limited liability shall be the date of the filing of the Articles of Organization by the Department of State of the State of Florida.

ARTICLE X

The Articles of Organization of this limited liability company may be amended in any manner permitted by Chapter 605, Florida Statutes.

ARTICLE XI

Management of the limited liability company shall be vested in a manager or managers who shall be elected annually by the members in the manner prescribed by and provided in the regulations of the

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limited liability company. The manager or managers may or may not be members. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement of the limited liability company. All rights of members of this limited liability company shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

ARTICLE XII

The power to adopt, alter, amend, or repeal the regulations of this limited liability company shall be vested in the manager or managers of the company. Regulations adopted by the manager or managers may be repealed or altered; new regulations may be adopted by the members; and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

ARTICLE XIII

No debt shall be contracted, nor liability incurred by or on behalf of this limited liability company except by the majority of its managers.

ARTICLE XIV

The interest of a member in the limited liability company may be transferred or assigned as provided in the operating agreement; however, if all of the other members of this limited liability company other than the member proposing to dispose of his or its interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of this limited liability company

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or to become a member. Such transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

SIGNED by the undersigned as the authorized representative of the member, this 14th day of October, 2020.

22 22

DANIEL D. AKEL, as authorized representative

ACCEPTANCE BY RESIDENT AGENT

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company, WESTBROOK DEVELOPMENT, LLC.

22 Jan

DANIEL D. AKEI.

10151 Deerwood Park Blvd., Bldg. 300, Suite 300
Jacksonville, Florida 32256

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by means of ✓ physical presence or online notarization on October 14, 2020, by DANIEL D. AKEL, an authorized representative of WESTBROOK DEVELOPMENT, LLC, and he acknowledged before me that he subscribed to those Articles of Organization.

Witness my hand and official seal in the County and State named above, this 14th day of October, 2020.

☒ Personally Known or
☐ Produced Identification
 Type of Identification _____

John A. McKim

NOTARY PUBLIC, State of Florida
Print Name: Debra Ann McKale
My Commission Expires: 11/2/2022
Commission No.: GG 268117

