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FLORIDA OFFICE OF  
**FINANCIAL REGULATION**



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October 16, 2020

VIA INTEROFFICE MAIL

Mr. Tim Burch  
 Senior Section Administrator  
 New Filing Section  
 Florida Division of Corporations  
 Post Office Box 6327  
 Tallahassee, Florida 32314-6327

Dear Mr. Burch:

Please file the enclosed Articles of Organization for Vecellio Family Trust Company, LLC, Miami, Florida at your earliest convenience. The distribution of the certified copies should be as follows:

| Articles of Organization   |   |
|----------------------------|---|
| (1) One certified copy to: | Stephen G. Vogelsang<br>Pressly, Pressly, Randolph & Pressly<br>251 Royal Palm Way, Suite 300<br>Palm Beach, FL 33480<br><a href="mailto:stephen@pprplaw.com">stephen@pprplaw.com</a><br>(561) 659-4040 |
| (1) One certified copy to: | Division of Financial Institutions<br>Florida Office of Financial Regulation<br>200 East Gaines Street<br>Tallahassee, Florida 32399-0371   |

Enclosed are the checks payable to the Florida Department of State in accordance with Section 605, Florida Statutes. The check represents payment for the filing fees and certified copies of the Articles of Organization attached.

| Check No. | Amount   |
|-----------|----------|
| 005226    | \$155.00 |

If you have any questions, please do not hesitate to contact Mary Alford at [Mary.Alford@FLOFR.com](mailto:Mary.Alford@FLOFR.com), or at 850-410-9506.

Sincerely,

Jason M. Guevara  
 Financial Administrator  
 Division of Financial Institutions

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**ARTICLES OF ORGANIZATION  
OF  
VECELLIO FAMILY TRUST COMPANY LLC  
a Florida limited liability company**

*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the provisions of the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "LLC Act"), hereby adopts the following Articles of Organization:*

**ARTICLE I**

**Name**

The name of the Limited Liability Company is VECELLIO FAMILY TRUST COMPANY LLC (the "Company").

**ARTICLE II**

**Duration**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE III**

**Nature of Business**

The Company shall be a Florida family trust company as defined under the Florida Family Trust Company Act, Chapter 662, *Florida Statutes*, as amended, and in effect from time to time (the "FTC Act"). In accordance with Section 662.130 of the FTC Act, the Company may do any of the following:

- (1) Serve as a personal representative or co-personal representative of a probate estate administered outside the State of Florida;
- (2) Unless prohibited by either the FTC Act or the Company's Operating Agreement (as amended or amended and restated from time to time, the "Operating Agreement"), serve as attorney-in-fact or agent under a power of attorney other than a power of attorney governed by Chapter 709, *Florida Statutes*, as amended;

(3) Unless prohibited by either the FTC Act or the Operating Agreement, act as a sole fiduciary or co-fiduciary, including acting as a trustee, advisory agent, assignee, assignee for the benefit of creditors, authenticating agent, bailee, bond or indenture trustee, conservator, conversion agent, custodian, escrow agent, fiscal or paying agent, financial advisor, guardian, investment advisor or manager, managing agent, purchase agent, receiver, registrar, safekeeping or subscription agent, transfer agent (except for public companies), warrant agent, or any similar capacity generally performed by corporate trustees, and in so acting, possess, purchase, sell, invest, reinvest, safekeep, or otherwise manage or administer the real or personal property of family members or other eligible recipients of the Company's services (each as set forth and defined under the FTC Act);

(4) Exercise any and all of the powers of a limited liability company organized under the laws of the State of Florida which are reasonably necessary to enable the Company to fully exercise, in accordance with the commonly accepted customs and usages, a power conferred by the FTC Act;

(5) Delegate duties and powers in accordance with Section 736.0807, Florida Statutes, including investment functions pursuant to Section 518.112, Florida Statutes, and any other applicable law, and retain agents, attorneys, accountants, investment advisers, or other individuals or entities to assist or advise the Company, including, but not limited to, retaining a bank trust department or a public trust company;

(6) Perform all acts necessary for exercising the powers set forth in the FTC Act and all other applicable laws of the State of Florida;

(7) Any other act set forth as a permitted power of a family trust company by the FTC Act; and

(8) Any and all lawful acts or business permitted under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes; provided, however, that such acts, powers, and business shall not exceed any limitations imposed by the FTC Act.

The Company may act as a fiduciary for and provide other services to one or more family members, as defined under the FTC Act, and no more than 35 individuals who are not family members but are current or former employees of an entity which is a family member, as provided under the FTC Act unless otherwise prohibited by the Agreement. Notwithstanding the foregoing, the Company shall not do any of the following:

(1) Engage in commercial banking; provided, however, that the Company may establish accounts at financial institutions for its own purposes or on behalf of family members to whom it provides services;

(2) Engage in fiduciary services with the general public;

(3) Offer its services to the general public;

(4) Serve as a personal representative or co-personal representative of a probate estate administered in the State of Florida; and

(5) Serve as an attorney in fact or agent, including as a co-attorney in fact or co-agent, under a power of attorney pursuant to Chapter 709, Florida Statutes.

#### ARTICLE IV

##### Address

The initial principal office address and mailing address of the Company is 101 Sansbury's Way, West Palm Beach, Florida 33411.

#### ARTICLE V

##### Initial Registered Agent and Registered Office

The street address of the initial registered office of the Company is 101 Sansbury's Way, West Palm Beach, Florida 33411, and the name of the initial registered agent of the Company at that address is Robert D. Smith.

#### ARTICLE VI

##### Management

The Company shall be manager-managed in accordance with the Agreement.

#### ARTICLE VII

##### Membership Certificates

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

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FLORIDA

## ARTICLE VIII

### Indemnification

(a) The Manager and the officers of the Company, and their respective administrators, personal representatives, legal representatives, heirs, successors, and permitted assigns (who for the purposes of this Section shall each be referred to as an "Indemnitee") shall be indemnified and held harmless by the Company from and against any and all liabilities, losses, damages, claims, demands, actions and rights of action (including reasonable attorneys' fees and paralegals' fees and costs, whether suit is instituted or not, and if instituted, whether at pretrial, trial or appellate level) relating to or arising out of the business of the Company, or the exercise by the Indemnitee of any authority conferred on him under this Agreement or the performance by the Indemnitee of any of its duties and obligations under this Agreement. Notwithstanding anything herein to the contrary, no Indemnitee shall be entitled to indemnification under this Agreement with respect to any claim, issue or matter (i) in respect of which the Indemnitee (or the Company as a result of the Indemnitee's act or omission) has been adjudged liable for fraud, gross negligence or willful misconduct, (ii) based upon or relating to a material breach by such Indemnitee of any term or provision of this Agreement or (iii) for which indemnification is prohibited under the Act.

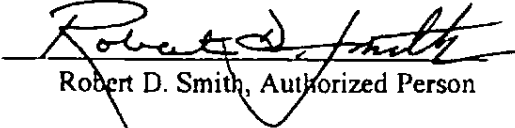
(b) Advancement of Expenses. Expenses incurred by the Indemnitee in connection with any claim shall be paid by the Company in advance upon the request of the Indemnitee. The Indemnitee hereby undertakes to repay to the Company the amount of any expenses advanced by the Company to the extent that it is ultimately determined that the Indemnitee is not entitled to indemnification pursuant to the terms of this Agreement. The Indemnitee's obligation to repay the Company shall be unsecured and no interest shall be charged thereon.

## ARTICLE IX

### Amendment

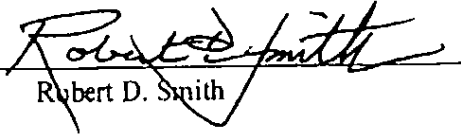
The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation. Any such amendment to these Articles of Organization must first be approved by the Florida Office of Financial Regulation in accordance with the FTC Act.

IN WITNESS, WHEREOF the undersigned has executed these Articles as of the 5<sup>th</sup> day of September, 2020.

  
Robert D. Smith, Authorized Person

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Robert D. Smith hereby accepts the appointment as registered agent and agrees to act in this capacity. Robert D. Smith further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.

  
Robert D. Smith

Dated: September 1, 2020

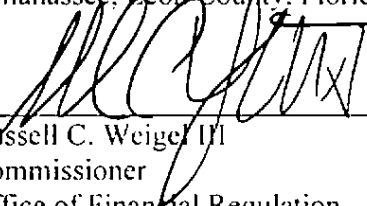
**OFFICE OF FINANCIAL REGULATION CERTIFICATION**

The foregoing Articles of Organization contain the information required under s. 662.123, F.S., and are approved by Office of Financial Regulation this \_\_\_\_\_ day of \_\_\_\_\_ 2020, in Tallahassee, Florida.

By: \_\_\_\_\_  
Director, Division of Financial Institutions

APPROVED by the Office of Financial Regulation this 12th day of  
October, 2020.

Tallahassee, Leon County, Florida

  
\_\_\_\_\_  
Russell C. Weigel III  
Commissioner  
Office of Financial Regulation