

11/9/2020

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FLORIDA LIMITED LIABILITY CO.

Florida Cleo, LLC

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**ARTICLES OF ORGANIZATION
OF
FLORIDA CLEO, LLC**

The undersigned, being a duly authorized representative of the Members, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is **FLORIDA CLEO, LLC** (the "Company").

ARTICLE II

PRINCIPAL BUSINESS AND MAILING ADDRESS

The principal business and mailing address of the Company is:

201 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 201 South Biscayne Boulevard, Suite 800, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Law Center of the Americas, LLC as the Company's initial registered agent at such address to accept service of process within this State.

ARTICLE IV

DURATION AND TERMINATION

The period of the Company's duration shall commence with the effective date of these Articles of Organization, and shall continue perpetually, unless terminated in accordance with Florida law and also in accordance with the Operating Agreement of the Company, if applicable.

ARTICLE V

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement of the Company, if applicable, and otherwise by the Members.

ARTICLE VI

INITIAL MANAGER

The names and addresses of the initial Managers of the Company are:

Tuscania Holdings, LLC
104 Crandon Blvd., Suite 415

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Key Biscayne, FL 33149

Cleo Partners, LLC
251 Little Falls Drive
Wilmington, DE 19808

ARTICLE VII
INITIAL OFFICER

The name, office and address of the initial Officer of the Company are:

Cleo Partners, LLC - President
251 Little Falls Drive
Wilmington, DE 19808

ARTICLE VIII
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IX
ADDITIONAL MEMBERS

Additional Members may be admitted upon (1) the written consent of the then existing Members or (2) in the manner set forth in the Operating Agreement of the Company, if applicable.

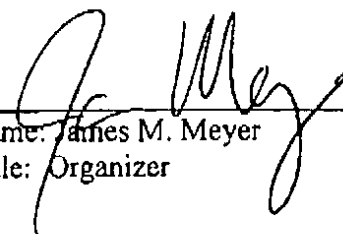
ARTICLE X
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE XI
AMENDMENT

The power to alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Members of the Company or in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization effective as of the 10th day of November, 2020.


Name: James M. Meyer
Title: Organizer

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ACCEPTANCE OF REGISTERED AGENT

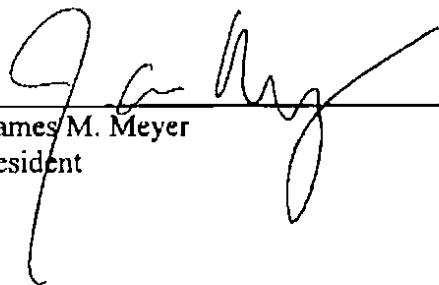
The undersigned agrees to act as registered agent for **FLORIDA CLEO, LLC** to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 10th day of November, 2020.

LAW CENTER OF THE AMERICAS, LLC

By: _____

Name: James M. Meyer

Title: President

A handwritten signature in black ink, appearing to read 'James M. Meyer', is written over a horizontal line. The signature is stylized with a large initial 'J' and a long, sweeping underline.