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WATER CITY PARK, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
WATER CITY PARK, LLC**

The undersigned certifies that he is acting as a manager and authorized for the purpose of amended and restated the articles of organization of this limited liability company under the laws of the State of Florida providing for the rights, privileges, and immunities of limited liability companies for profit. The undersigned further certifies that the following Amended and Restated Articles shall serve as the charter and authority for the conduct of business of the limited liability company. The foregoing Amended and Restated Articles of Organization hereby amend and restate the articles of organization dated and filed with the State of Florida on September 15, 2021.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **WATER CITY PARK, LLC** and its principal office shall be located a 4707 SE 9th Place, Cape Coral, FL, 33904, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be 4707 SE 9th Place, Cape Coral, FL, 33904.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business associated with operating a food truck park, marina, bar, and related services.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do as limited by the Operating Agreement of this limited liability company.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law,

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while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the managers of this limited liability company as limited by the operating agreement of the limited liability company. This Article may be amended from time to time in the operating agreement of the limited liability company by a majority vote of the members of the limited liability company.

ARTICLE III
MANAGEMENT

The limited liability company shall be managed by not less than two (2) managers. A manager need not be a member of the limited liability company. The following individuals initially shall serve as managers of the limited liability company until the first annual meeting of the members or until a successor or successors are elected and qualify in accordance with the operating agreement:

Jeffery Scott Fischer
12730 Commonwealth Drive, Suite 2
Fort Myers, FL 33913

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And

Jeffrey Miloff
5613 Lancelot Lane
Cape Coral, FL 33914

ARTICLE VI
DURATION

The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall be perpetual, unless sooner terminated, liquidated or dissolved, as provided in the operating agreement adopted by the members.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the limited liability company is 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida 33901, and the name of the company's registered agent at that address is PLF REGISTERED AGENT, L.L.C.

The undersigned, being the Authorized Representative of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of **WATER CITY PARK, LLC**.

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29 Executed by the undersigned at Jeffrey Miloff, Lee County, Florida, on the day of June, 2022.

Jeffrey Miloff
Jeffrey Miloff, Manager and Authorized Representative

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me, by means of physical presence or online notarization, the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Jeffrey Miloff, Manager and Authorized Representative, who is personally known to me to be the person who made and subscribed to the foregoing Amended and Restated Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 29th day of June, 2022.

Karen M. Terrell
Notary Public



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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Section 605.0113 of the Florida Revised Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **WATER CITY PARK, LLC**.

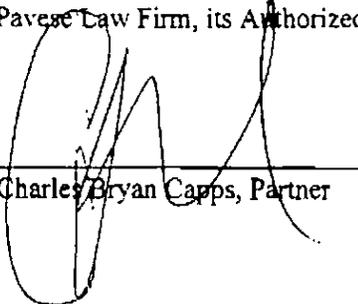
The name of the registered agent for **WATER CITY PARK, LLC** is **PLF Registered Agent, L.L.C.**, and the street address of the registered office where the agent is located is 1833 Hendry Street, Fort Myers, Lee County, Florida 33901.

This statement is to acknowledge that, as indicated above, **WATER CITY PARK, LLC** has appointed PLF Registered Agent, L.L.C., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: This 18th day of ~~June~~ July, 2022.

PLF REGISTERED AGENT, L.L.C

By: Pavese Law Firm, its Authorized Member

By: 
Charles Bryan Capps, Partner

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