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2022 MAR 18 PM 11:00

COVER LETTER

**TO: New Filing Section
Division of Corporations**

SUBJECT: Gardner & Galloway Holdings, LLC

Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael P. Bist

Name of Person

Gardner, Bist, Bowden, Dec, LaVia, Wright, Perry & Harper, P.A.

Firm/Company

1300 Thomaswood Drive

Address

Tallahassee, FL 32308

City/State and Zip Code

treygardner@comcast.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cindy Ragans 850 385-0070

Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

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| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|---|---|---|---|

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section Division
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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JENNIFER H. HARRIS, CLERK
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
GARDNER & GALLOWAY HOLDINGS, LLC**

The undersigned certifies that he has determined, for the purpose of becoming a limited liability company under the laws of the State of Florida, to provide for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles of Organization ("Articles") shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Gardner & Galloway Holdings, LLC, LLC, and its principal office shall be located at 8005 Evening Star Lane, Tallahassee, Florida 32312 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 of the limited liability company is 8005 Evening Star Lane, Tallahassee, Florida 32312.

**ARTICLE II
PURPOSES AND POWERS**

The limited liability company is formed for, and is authorized to transact business in accordance with, the following limited purposes:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general and without limiting the foregoing, 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 that a natural person might or could do.
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 any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision or department, and to perform, carry out, assign, cancel, or rescind any 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.

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 arising 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 the statements contained in each clause shall, except as otherwise expressed herein, not be limited or restricted by reference to or inference from the terms of any other clause. The statements in each clause 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 that a limited liability company may not lawfully carry on, exercise, or do under Florida law.

ARTICLE III MANAGEMENT

The business and affairs of this limited liability company shall be managed by one or more Managers, all of whom shall be elected by the Members. The name and address of the initial Co-Managers, who shall serve until their successor are elected and qualified, are as follows:

Richard (Trey) Gardner, III
8005 Evening Star Lane
Tallahassee, Florida 32312

Heath Galloway
756 East Gulf Beach Drive
St. George Island, FL 32328

ARTICLE IV MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members, as provided in the Operating Agreement for Gardner & Galloway Holdings, LLC. Contributions required of new Members shall be determined as of the time of their admission to the limited liability company.

A Members' interest in the limited liability company may not be sold or otherwise transferred, except as provided in the Operating Agreement.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the limited liability company, the remaining Members shall have the right to continue the business of the limited liability company, provided that all of the remaining Members consent.

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**ARTICLE V
CAPITAL CONTRIBUTIONS**

Capital contributions shall be paid to the limited liability company by each Member as provided in the Operating Agreement. Additional contributions may be made pursuant to the provisions of the Operating Agreement.

**ARTICLE VI
PROFITS AND LOSSES**

1. Profit Sharing. The Members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company, when approved by the Manager.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

**ARTICLE VII
DURATION**

This limited liability company shall be perpetual, unless it is dissolved in a manner provided by law or it is dissolved in the manner provided in the Operating Agreement adopted by the Members.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1300 Thomaswood Drive, City of Tallahassee, County of Leon, State of Florida, and the name of the Company's initial registered agent at that address is Michael P. Bist.

The undersigned, being one of the original Members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of Gardner & Galloway Holdings, LLC.

Executed by the undersigned at Tallahassee, Florida on March 16th, 2022.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.



Richard (Trey) Gardner, III
Email: treygardner@comcast.net

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

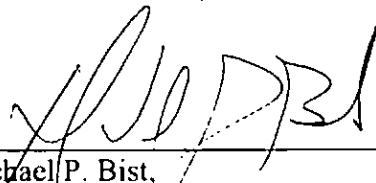
PURSUANT TO THE PROVISIONS OF SECTIONS 605.0113 OF THE FLORIDA REVISED LIMITED LIABILITY COMPANY ACT, THE LIMITED LIABILITY COMPANY IDENTIFIED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Gardner & Galloway Holdings, LLC.

2. The name and the Florida street address of the registered agent for Gardner & Galloway Holdings, LLC are: Michael P. Bist, 1300 Thomaswood Drive, Tallahassee, Florida 32308.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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, as provided for in Chapter 605, F.S.

DATED: March 17, 2022



Michael P. Bist,
Registered Agent