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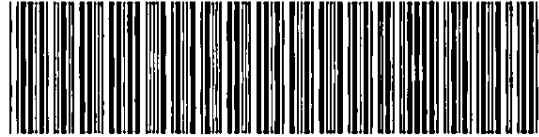
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HEMLOCK ROCK FLORIDA, LLC

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2022

CORPORATE ACCESS, INC.

The Articles of Organization for E.R.D. FARM LLC were filed on December 20, 2022, and assigned document number L22000531039. Please refer to this number whenever corresponding with this office.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added. **It is your responsibility to remember to file your annual report in a timely manner.**

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Please be aware if the limited liability company address changes, it is the responsibility of the limited liability company to notify this office.

Should you have any questions regarding this matter, please contact this office at the address given below.

Jessica A Fason
Regulatory Specialist II
New Filing Section
Division of Corporations

Letter Number: 522A00028494

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

E.R.D. FARM LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

13200 SOUTHFIELDS ROAD
WELLINGTON, FL 33414

Mailing Address:

13200 SOUTHFIELDS ROAD
WELLINGTON, FL 33414

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

ROBERT S. MICHAELS

Name

13200 SOUTHFIELDS ROAD

Florida street address (P.O. Box **NOT** acceptable)

WELLINGTON FL 33414

City

State

Zip

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..

Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

Name and Address:

ROBERT S. MICHAELS

13200 SOUTHFIELDS ROAD
WELLINGTON, FL 33414

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

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 s.817.155, F.S.

ROBERT S. MICHAELS

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

ARTICLES OF ORGANIZATION

OF

HEMLOCK ROCK FLORIDA, LLC

In order to form and create a limited liability company pursuant to Chapter 605 and Fla. Statutes §605.0201 of the laws of the State of Florida, we do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following, pursuant to §605.0201, Florida Statutes:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112 and §605.0201(2)(a), the limited liability company's name shall be

"HEMLOCK ROCK FLORIDA, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when the Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §605.0201(4) and Fla. Stat. §605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Street Address:

c/o 1009 Simonton Street
Key West, FL 33040

Mailing Address:

c/o 1009 Simonton Street
Key West, FL 33040

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: *1009 Simonton Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

RICHARD M. KLITENICK, ESQ.

2022 JUN 10 11:00 AM

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by Managers for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605, Florida Statutes. This limited liability company shall be managed by two (2) Managers, and no other persons or individuals shall have the right to manage this limited liability company until such time, by corporate action, that the Manager(s) is removed or replaced, or resigns, dies, voluntarily retires or consents in writing to a successor Manager(s). Accordingly, this limited liability company is to be a Manager-managed company as set forth in Fla. Stat. §605.0407(1)(a) and Fla. Stat. §605.0201(3)(a) and shall be so managed by the Managers, RANDALL WILLIAM MARUSYK & HILARY MEAGHAN-ANNE PHENIX. Either of the Managers may act independently of the other except as set forth or prohibited by an Operating Agreement adopted by the Members of the Company. Upon the removal, replacement, resignation, death, or retirement, or written consent to a successor Manager(s), the successor Manager(s) shall be selected (i) in accordance with any then adopted Operating Agreement governing this limited liability company or

(ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of units in this limited liability company.

In accordance with the foregoing, the name and address of the Managers of this limited liability company are:

<u>Name of Manager</u>	<u>Address</u>
RANDALL WILLIAM MARUSYK	c/o 1009 Simonton Street Key West, FL 33040
HILARY MEAGHAN-ANNE PHENIX	c/o 1009 Simonton Street Key West, FL 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or Fla. Stat. §605.0404(2) (or successor sections) the Managers shall have sole discretion in making decisions to make distributions to members from this limited liability company. Furthermore, since this limited liability company is to be a Manager-managed company, the Managers shall have all the rights afforded under Fla. Stat. § 605.0407(3) (or successor statute); and the rights afforded to the Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units; rather, may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator, and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605, Florida Statutes.

ARTICLE X - STATEMENT OF AUTHORITY AGREEMENT

This limited liability company may file a Statement of Authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the Managers and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization on this 20 day of December, 2022.

HEMLOCK ROCK FLORIDA, LLC
a Florida limited liability company

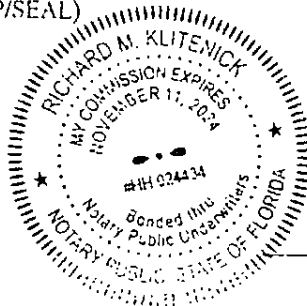
By: [Signature]
RANDALL WILLIAM MARUSYK, Manager
& Organizer

By: [Signature]
HILARY MEAGHAN-ANNE PHENIX
Manager & Organizer

STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that on this 20 day of December, 2022, before me, an officer duly authorized to administer oaths and take acknowledgements in the State of Florida, the foregoing instrument was acknowledged by means of ☒ physical presence or ☐ online notarization, by RANDALL WILLIAM MARUSYK & HILARY MEAGHAN-ANNE PHENIX, who are personally known to me, or who have produced W/A as identification, and they acknowledged to me that they executed this document freely and voluntarily for the purposes herein expressed.

(STAMP/SEAL)

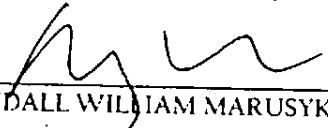


[Signature]
Notary Public, State of FL
My Commission Expires: 11/11/2024

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapters 605 and 48.061, Florida Statutes, the following is submitted:
That HEMLOCK ROCK FLORIDA, LLC, desiring to qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, FL has named RICHARD M. KLITENICK, ESQ., as its agent to accept service of process.

HEMLOCK ROCK FLORIDA, LLC
a Florida limited liability company

By: 
RANDALL WILLIAM MARUSYK, Manager
& Organizer

By: 
HILARY MEAGHAN-ANNE PHENIX
Manager & Organizer

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 605 of Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



RICHARD M. KLITENICK, ESQ.
December 20, 2022

2022 L.L.O. 11111111