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Florida Department of State

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**FLORIDA LIMITED LIABILITY CO.**

**ES LEGACY VILLAGE, LLC**

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**ARTICLES OF ORGANIZATION**  
**FOR**  
**ES LEGACY VILLAGE, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 605 entitled the Florida Revised Limited Liability Company Act, as amended, does hereby adopt the following Articles of Organization for such company:

**ARTICLE I. NAME**

The name of this company shall be ES LEGACY VILLAGE, LLC; and shall be referred to herein as "the Company" or "this Company."

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and the street address for the Company is 350 Braden Avenue, Sarasota, FL 34243.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this Company is as follows:

Najmy Thompson, P.L.  
Attn: Joseph L. Najmy, Esq.  
6320 Venture Drive, Suite 104  
Lakewood Ranch, FL 34202

**ARTICLE IV. MANAGEMENT OF COMPANY**

The Company shall be a member-managed limited liability company. The initial Member shall be Easter Seals Southwest Florida, Inc., a Florida not-for-profit corporation.

**ARTICLE V.**  
**EFFECTIVE DATE**

These Articles of Organization shall be effective on January 29, 2024.

Michael J. Smith, Esq.  
Fla. Bar No. 0018252  
Najmy Thompson, P.L.  
1401 8th Avenue West  
Bradenton, Florida 34205  
(941)748-2216

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ARTICLE VI.  
EXEMPT PURPOSES AND POWERS

A. This Company is not organized for the private gain of any person. The general purposes for which the Company is to be organized are exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the specific purpose of this Company is to participate in a real estate project furthering charitable purposes. In carrying out the aforementioned purposes, the Company shall have the power to exercise all rights conferred by the laws of the State of Florida upon limited liability companies.

B. The purposes for which the Company is organized are exclusively for one or more of the charitable purposes as specified within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (I.R.C. §501(c)(3)) or the corresponding provision of any future United States Internal Revenue Law.

C. Notwithstanding any other provision of these Articles of Organization, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under I.R.C. §501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

D. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, any individual person affiliated with the Company or any private individual (except that reasonable compensation may be paid for services rendered to or for the Company affecting one or more of its purposes), and no individual person affiliated with the Company or any private individual shall be entitled to share in the distribution of any of the Company assets on dissolution of the Company.

E. In the event of dissolution, all the remaining assets and property of the Company shall, after necessary expenses thereof, be distributed to one or more organizations which themselves are exempt as organizations described in I.R.C. §501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code or Regulation, or to one or more organizations which themselves are exempt as organizations described in I.R.C. §501(c)(3) and §170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code or Regulation, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.

Michael J. Smith, Esq.  
Fla. Bar No. 0016252  
Najmy Thompson, P.L.  
1401 8th Avenue West  
Bradenton, Florida 34206  
(941)748-2218

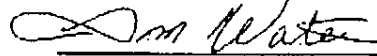
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**ARTICLE VII  
INDEMNIFICATION**

This Company shall indemnify any member, officer, director, employee, or agent, and any former member, officer, director, employee, or agent, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of the Company, has signed these Articles of Organization on this 29 day of January, 2024.



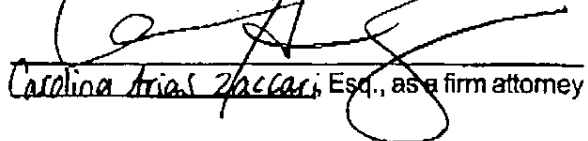
Tom Waters, as authorized representative

In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, the firm hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The firm further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as Registered Agent as provided in Chapter 605, F.S.

NAJMY THOMPSON, P.L.

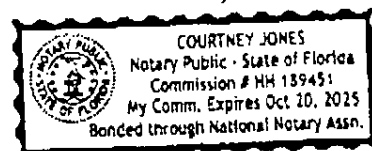


Carolina Arias Zaccari, Esq., as a firm attorney

STATE OF FLORIDA  
COUNTY OF MANATEE

On the 29<sup>th</sup> day of January, 2024, Carolina Arias Zaccari Esq., as an attorney with Najmy Thompson, P.L., designated above as the firm who shall serve as this company's Registered Agent, [☒] who is personally known to me or [☐] who produced \_\_\_\_\_ as identification, personally appeared before me by means of [☒] physical presence or [☐] online notarization, and signed these Articles of Organization.

Notary Public, State of Florida



Michael J. Smith, Esq.  
Fla. Bar No. 0016252  
Najmy Thompson, P.L.  
1401 8th Avenue West  
Bradenton, Florida 34205  
(841)748-2216

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