

L24000419900

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H24000334456 3)))



H240003344563ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : CLARK & ALBAUGH, LLP
Account Number : I20110000060
Phone : (407)647-7600
Fax Number : (407)647-7622

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: corp@winterparklawyers.com

SECRETARY OF STATE
TALLAHASSEE, FL

2024 OCT -3 AM 10:34

RECEIVED

FLORIDA LIMITED LIABILITY CO.

FL Capital Holdings Riverbend Landings II, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2024 OCT -3 PM 1:56

FILED

Please include the periods on

H24000334456 3

ARTICLES OF ORGANIZATION

OF

FL CAPITAL HOLDINGS RIVERBEND LANDINGS II, L.L.C.

The undersigned, acting as the organizer of FL CAPITAL HOLDINGS RIVERBEND LANDINGS II, L.L.C., under the Florida Revised Limited Liability Company Act, Ch. 605, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I – NAME

The name of the limited liability company shall be FL CAPITAL HOLDINGS RIVERBEND LANDINGS II, L.L.C. (the "Company").

ARTICLE II – ADDRESS

The street address and mailing address of the principal office of the Company is 200 E. Canton Avenue, Suite 102, Winter Park, FL 32789.

ARTICLE III – DURATION

The duration of the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV – MANAGEMENT

The Company is to be managed by Managers, except as provided in the Operating Agreement, and the name and address of the Managers are:

<u>Name</u>	<u>Address</u>
Tricia Doody	200 E. Canton Avenue, Suite 102 Winter Park, FL 32789
Paul Missigman	200 E. Canton Avenue, Suite 102 Winter Park, FL 32789
Michael J. Sciarrino	200 E. Canton Avenue, Suite 102 Winter Park, FL 32789

ARTICLE V – ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VI – ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement for the Company, which may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Ch. 605, Fla. Stat.

H24000334456 3

FILED
2024 OCT -3 PM 1:56
CLERK OF DISTRICT COURT
JANUARY 17, 2025
TALLAHASSEE, FLORIDA

M 24 000 334456 3

ARTICLE VII – INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for the Company shall be Clark & Albaugh, PLLC, a Florida professional limited liability company, and the street address of the Company's initial registered agent office is 1800 Town Plaza Court, Winter Springs, FL 32708.

ARTICLE VIII – AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX – INDEMNIFICATION

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors, or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other rights which any person may have or hereafter acquire under any statute, provision of the Articles of Organization, or Operating Agreement of the Company, agreement, vote of Members, or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X – CONTINUATION OF BUSINESS

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Manager has executed these Articles of Organization as of this 3rd day of October, 2024.

MANAGER:

By:

Paul M. Missigman

FILED
2024 OCT -3 PM 1:56
CLARK & ALBAUGH, PLLC
TALLAHASSEE, FLORIDA

11240003344563

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED AGENT OFFICE


PURUSANT TO THE PROVISIONS OF SECTION 605.0201(2)(c), FLA. STAT., THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is FL CAPITAL HOLDINGS RIVERBEND
LANDINGS II, L.L.C.
2. The name and address of the registered agent and office is:

Clark & Albaugh, PLLC
1800 Town Plaza Court
Winter Springs, FL 32708

Having been designated as the Registered Agent for FL CAPITAL HOLDINGS RIVERBEND
LANDINGS II, L.L.C., the undersigned hereby accepts the designation and agrees to act as the Registered
Agent of said limited liability company, and states that it is familiar with and accepts its statutory
obligations as such, including those obligations contained in Ch. 605, Fla. Stat.

CLARK & ALBAUGH, PLLC, a Florida professional
limited liability company

By: 
Scott D. Clark, Manager

Date: October 2, 2024

FILED
2024 OCT -3 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11240003344563