

Oct. 3. 2024 8:29AM

Clark & Albaugh, LLP

No. 1000 P. 1

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

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ARTICLES OF ORGANIZATION

OF

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

The undersigned, acting as the organizer of FL CAPITAL HOLDINGS RIVERBEND LANDINGS, 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, 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.

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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

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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, 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, 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

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