

Florida Department of State

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From: Account Name : GUTTER, CHAVES, JOSEPH, RUBIN, FOREMAN, FLEISER, MILLER, PA
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**FLORIDA LIMITED LIABILITY CO.
MATTHEWS NOTE LLC**

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ARTICLES OF ORGANIZATION OF

MATTHEWS NOTE LLC

The undersigned hereby declares that the following Articles shall be the charter and authority for the conduct of business a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I**NAME**

The name of the Company shall be MATTHEWS NOTE LLC.

ARTICLE II**ADDRESS****Principal Office Address:**

661 University Blvd., Suite 107
Jupiter, FL 33458

Mailing Address:

c/o David H. Scaff
FincMark National Bank & Trust
661 University Blvd.,
Suite 107 Jupiter, FL 33458

ARTICLE III**REGISTERED OFFICE AND
REGISTERED AGENT**

The name and the Florida street address of the registered office of the Company are:

M & W Agents, Inc.
2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

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.

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M & W AGENTS, INC., a Florida corporation

By: 
CHARLES RUBIN, Authorized Officer

ARTICLE IV

PURPOSE AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Revised Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE V

PARTICIPATION

The economic and voting participation ("*Participation*") of the initial members shall be as unanimously agreed to by the initial members in the Operating Agreement or other writing of those members. A person may become a member without acquiring a transferable interest, without making or being obligated to make a contribution to the Company, and need not have an interest in the net profits or losses of the Company. No amendment to these Articles shall be required by reason of a change in Participation except as provided in the Operating Agreement. Members may have voting and/or nonvoting member interests. Membership in the Company shall not be represented, determined, nor established through the use of certificates except as may be expressly provided in the Operating Agreement.

ARTICLE VI

OPERATING AGREEMENT

At the first meeting of the members after the execution of these Articles, the members shall adopt an Operating Agreement containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles.

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ARTICLE VII

MANAGEMENT AND MEMBERS

The Company shall be managed by one or more managers who need not be members. The appointment, removal and replacement of the managers shall be by the majority vote of the profits interests of voting members, or if no voting members own a profits interest than majority vote of the voting members with one vote for each voting member. Provisions relating to the number of managers, and the rights, duties, and obligations of the managers, may be provided for in the Operating Agreement.

Decisions on all matters reserved for the members herein or in the Operating Agreement shall be by the majority vote of the profits interests of voting members, or if no voting members own a profits interest than by majority vote of the voting members with one vote for each voting member, unless otherwise provided in the Operating Agreement. All member interests shall be voting member interests except as provided in the Operating Agreement.

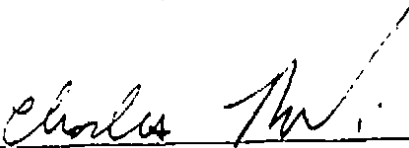
ARTICLE VIII

PROFITS, LOSSES AND DISTRIBUTION

Each member shall share in the net profits and losses from the operation of the business of the Company and in the distribution of the property of the Company as provided in the Operating Agreement.

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In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. 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.



CHARLES RUBIN, Authorized Representative of the Members