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## ARTICLES OF ORGANIZATION OF VCF PROPERTIES, LLC



#### SECTION 1 INTRODUCTION AND PRELIMINARY STATEMENTS

The undersigned organizer (**Organizer**) desires to form a limited liability company under the laws of the State of Florida by delivering these Articles of Organization in duplicate to the Department of State of the State of Florida, in accordance with Florida Revised Limited Liability Company Act (**Act**).

#### SECTION 2 NAME

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The name of the limited liability company is VCF Properties, LLC, a Florida limited liability company (LLC).

#### SECTION 3 DURATION

The LLC will perpetually exist from the filing date of these Articles of Organization with the Department of State of the State of Florida, unless dissolved according to law.

#### SECTION 4 LLC'S PURPOSE

The LLC's purpose is to engage in any lawful act or activity for which limited liability companies may be formed under the Act, and all activities necessary or incidental to that purpose. The LLC has all the powers necessary or convenient to carry out its purposes, including the powers granted by the Act.

#### SECTION 5 LLC'S PRINCIPAL OFFICE AND LOCATION OF RECORDS

The street address of the principal office in the United States where the LLC maintains its records is 3315 Middlesex Road, Orlando, Florida 32803.

#### SECTION 6 REGISTERED AGENT AND REGISTERED OFFICE

The LLC's initial Registered Agent is Victor M. Farina, and the LLC's initial registered office is located at 3315 Middlesex Road, Orlando, Florida 32803.

#### SECTION 7 REGISTERED AGENT CONSENT

I, Victor M. Farina, a natural person and resident of Florida, accept the appointment as Registered Agent of VCF Properties, LLC, a Florida limited liability company. I understand that my responsibilities as Registered Agent are to receive service of process, notices, and demands; to

forward mail; and to notify the Department of State immediately if I resign or if the registered office address changes from the addresses stated above.

Dated: December 11, 2024.

<u>Victor M. Farina</u>

Victor M. Farina, Registered Agent

#### SECTION 8 ORGANIZER'S NAME AND ADDRESS

The Organizer's name is Victor M. Farina, a natural person whose address is 3315 Middlesex Road, Orlando, Florida 32803.

#### SECTION 9 MEMBERS

The names and addresses of the Members are:

Victor M. Farina 3315 Middlesex Road Orlando, Florida 32803 Caron D. Farina 3315 Middlesex Road Orlando, Florida 32803



#### SECTION 10 CONTRIBUTIONS

The total amount of cash and the description and agreed value of noncash property contributed to the LLC is as follows:

Victor M. Farina	Initial Contribution valued at \$100.00
Caron D. Farina	Initial Contribution valued at \$100.00

#### SECTION 11 ADDITIONAL CONTRIBUTIONS

The Operating Agreement specifies the times and amounts of additional contributions to the LLC.

#### SECTION 12 ADDITIONAL MEMBERS

The LLC has the right to admit additional Members to the LLC under the terms and conditions of the LLC's Operating Agreement. Any Member who is later admitted as a Member of the LLC will have all of the rights and obligations of an original Member under the Operating Agreement. Any transferee of a Member's Interest in the LLC must be treated as an Assignee until that transferee is admitted as an additional or substitute Member, if ever, under the Operating Agreement.

#### SECTION 13 BUSINESS CONTINUATION

If a Member's Interest in the LLC is terminated by a terminating event, the remaining Members of the LLC have the right to continue the LLC's business under the terms of the Operating Agreement. A terminating event may include the Member's death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy. If the remaining Members fail to continue the LLC's business according to the terms of the Operating Agreement, the LLC must be dissolved and liquidated under the Act and the Operating Agreement.

#### SECTION 14 OPERATING AGREEMENT AND AUTHORITY

To the extent not expressly required by and provided for in the Act, the manner in which the LLC conducts its business and affairs, the duties and authority of its Members, and the rights and obligations of its Members must be set forth in the Operating Agreement adopted by the initial Members of the LLC. This Operating Agreement may be amended from time to time according to its provisions.

#### SECTION 15 MANAGEMENT

Management of the LLC is reserved to the Members, who will manage the LLC. The Members have exclusive authority to act for the LLC in all matters. The authorities and duties of the Members are set forth in the Operating Agreement.

#### SECTION 16 INDEMNIFICATION AND LIABILITY

As determined by the Members of the LLC, the LLC may indemnify and advance expenses to a Member, employee, or agent of the LLC in connection with any proceeding to the extent permitted by applicable laws and statutes, the Act, and the LLC's Operating Agreement.

#### SECTION 17 TRANSFERABILITY OF INTEREST

Interests in the LLC are nontransferable except as specifically set forth in the LLC's Operating Agreement.

Signed on: December 11, 2024.

Victor M. Farina

Victor M. Farina, Organizer

Signature: <u>Caron D. Farina</u> Email: caronfarina@gmail.com



# APPOINTMENT AND CONSENT TO SERVE AS REGISTERED AGENT

#### TO:

Department of State Clifton Building - 2661 Executive Center Circle Tallahassee, Florida 32301

VCF Properties, LLC appoints Victor M. Farina as its Registered Agent upon whom process, tax notices and demands against VCF Properties, LLC may be served at the following address: 3315 Middlesex Road, Orlando, Florida 32803. Victor Farina is a natural person and resident of Orange County, Florida, the county in which the registered office of VCF Properties, LLC is located.

Dated: December 1, 2024.

MEMBERS:

Victor M. Farina, Trustee of the Victor M. Farina Trust dated October 22, 2012, and any amendments thereto

Caron D. Farina, Trustee of the Caron D. Farina Trust dated October 22, 2012, and any amendments thereto



### STATE OF FLORIDA

) ) ss. )

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by means of physical presence or  $\Box$ online notarization, this day, December 11, 2024, Victor M. Farina, Trustee of the Victor M. Farina Trust dated October 22, 2012, and any amendments thereto as Member, as produced known personally Member, Who is , as identification.

[Seal]



The foregoing instrument was acknowledged before me by means of A physical presence or  $\Box$ online notarization, this day, <u>December II</u>, 2024, by Caron D. Farina, Trustee of the Caron D. Farina Trust dated October 22, 2012, and any amendments thereto as Member, who is personally known to me or who has produced \_\_\_\_\_ identification.

[Seal]



My commission expires: April 17, 2027

I, Victor M. Farina, accept the appointment as Registered Agent of VCF Properties, LLC upon whom process, notices and demands may be served. I understand that as Registered Agent it is my responsibility to receive service of process, to forward mail, and to immediately notify the Department of State if I resign or if the registered office address changes.

Dated: 12-11-2024

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Victor M. Farina

