

M19 000005900

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

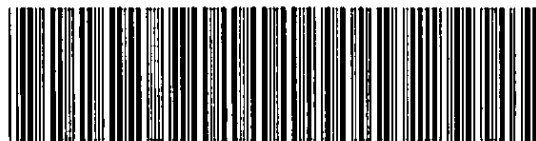
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Q. SILAS
MAR 10 2022

3/11/22

Office Use Only



000376666820

01/03/22--01025--008 **60.00

FILED
2022 MAR 11 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FL



Rec.
3/11/22

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 18, 2022

A. NEAL GRAHAM
6060 PRIMACY PARKWAY
SUITE 100
MEMPHIS, TN 38119

SUBJECT: LAFAYETTE'S-KISSIMMEE, LLC
Ref. Number: M19000005900

We have received your document and check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Attached
A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Page 4 is illegible and not acceptable for imaging. *Attached*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas
Regulatory Specialist II

Letter Number: 822A00001350



A. Neal Graham
ngraham@harrisshelton.com
Licensed in Tennessee and Mississippi

March 9, 2022

Ms. Querida R. Silas
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: *Laffayette's-Kissimmee, LLC – Application by Foreign Limited Liability Company to File Amendment to Certificate of Authority to Transact Business in Florida*

Dear Ms. Silas:

Enclosed are the corrective documents you requested on or about January 18, 2022, regarding the filing of the Application by Foreign Limited Liability Company to File Amendment to Certificate of Authority to Transact in Florida.

Once filed, please use the enclosed self-addressed stamped envelope.

Please call with any questions.

Very truly yours,

HARRIS SHELTON HANOVER WALSH, PLLC

A. Neal Graham

ANG:cs
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: N-HARMONY ORLANDO INVESTORS, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

A. NEAL GRAHAM
Name of Person

HARRIS SHELTON HANOVER WALSH,
Firm/Company PLLC

6060 PRIMACY PARKWAY, SUITE 100
Address

MEMPHIS, TN 38119
City/State and Zip Code

NGRAHAM@HARRISSHELTON.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

A. NEAL GRAHAM at (901) 525-1455
Name of Person Area Code & Daytime Telephone Number

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$30 Filing Fee & Certificate of Status
- \$55 Filing Fee & Certified Copy
- \$60 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA

2022 MAR 11 10 13

SECRETARY
TALLAHASSEE

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: LAFAYETTE'S - KISSIMMEE, LLC

Enter new principal office address, if applicable:

3274 Margoritaville Blvd.
Kissimmee, FL 34747

(Principal office address

MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address

MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is:

M19000005900

3. Jurisdiction of its organization:

TENNESSEE

4. Date authorized to do business in Florida:

6-13-2019

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company:

N-HARMONY ORLANDO INVESTOR
(must contain "Limited Liability Company," "LLC," or "LLC.")
LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "LLC," or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida _____

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

Thereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

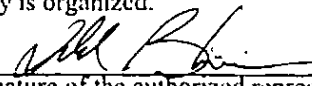
If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(c), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
President	Todd Becker	P.O. Box 383016	<input checked="" type="checkbox"/> Add
		GERMANTOWN TN 38183	<input type="checkbox"/> Remove
President	Tommy Peters		<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of the authorized representative

Todd Becker

Typed or printed name of signee

Filing Fee: \$25.00



Tre Hargett
Secretary of State

Division of Business Services
Department of State

State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

March 9, 2022

KARALEE SCHWANKE
6060 PRIMACY PKWY., STE. 100
MEMPHIS, TN 38119

Request Type: Certificate of Existence/Authorization
Request #: 0464586

Issuance Date: 03/09/2022
Copies Requested: 1

Document Receipt

Receipt #: 007000857 Filing Fee: \$20.00
Payment-Credit Card - State Payment Center - CC #: 3824988792 \$20.00

Regarding: N-Harmony Orlando Investors, LLC
Filing Type: Limited Liability Company - Domestic
Formation/Qualification Date: 01/22/2019
Status: Active
Duration Term: Perpetual
Business County: SHELBY COUNTY

Control #: 1006478
Date Formed: 01/22/2019
Formation Locale: TENNESSEE
Inactive Date:

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

N-Harmony Orlando Investors, LLC

- * is a Limited Liability Company duly formed under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, interest, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 052307418



STATE OF TENNESSEE
DEPARTMENT OF REVENUE

Letter of Tax Clearance

March 9, 2022

N-HARMONY ORLANDO INVESTORS, LLC
PO BOX 383016
GERMANTOWN, TN 38183-3016

Account Type: Franchise/Excise Tax
SOS Control Number: 001006478
TNTAP Submission ID: 304505920
Clearance Type: Confirmation of
Good Standing

The Tennessee Department of Revenue has received and processed your request for tax clearance for the account indicated above. This is to certify that the taxpayer has filed all applicable reports and paid fees, penalties, and taxes as state law requires.

If you have a Tennessee charter or certificate of authority, this letter, along with the appropriate reports, forms, and fees, must be submitted to the following address:

Office of the Secretary of State
312 Rosa L. Parks Ave. - 6th Floor
Nashville, TN 37243

Letters of tax clearance are invalid 45 days after the date of the letter. Taxpayers who do not complete termination or withdrawal requirements with the Secretary of State will continue to be subject to the franchise and excise taxes. For additional information regarding your Tennessee charter or certificate of authority, please contact the Tennessee Secretary of State Division of Business Services at 615-741-2286.



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

HARRIS SHELTON HANOVER WALSH PLLC
A. NEAL GRAHAM
STE 100
6060 PRIMACY PKWY
MEMPHIS, TN 38119-5744

Request Type: Certified Copies
Request #: 451078

Issuance Date: 12/16/2021
Copies Requested: 1

Document Receipt

Receipt #: 006778922 Filing Fee: \$20.00
Payment-Check/MO - HARRIS SHELTON HANOVER WALSH PLLC, MEMPHIS, TN \$20.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **N-Harmony Orlando Investors, LLC**, Control # 1006478 was formed or qualified to do business in the State of Tennessee on 01/22/2019. N-Harmony Orlando Investors, LLC has a home jurisdiction of TENNESSEE and is currently in an Active status. The attached documents are true and correct copies and were filed in this office on the date(s) indicated below.

Tre Hargett
Secretary of State

Processed By: Sarah Page

The attached document(s) was/were filed in this office on the date(s) indicated below:

<u>Reference #</u>	<u>Date Filed</u>	<u>Filing Description</u>
B0641-1338	01/22/2019	Initial Filing
B0922-8521	10/01/2020	Articles of Amendment

B0641-1338 01/22/2019 2:44 PM Received by Tennessee Secretary of State Tre Hargett

ARTICLES OF ORGANIZATION
OF
LAFAYETTE'S-KISSIMMEE, LLC

Pursuant to the Tennessee Revised Limited Liability Company Act (the "Act"), Lafayette's-Kissimmee, LLC adopts the following Articles of Organization (the "Articles").

1. Name. The name of the limited liability company is Lafayette's-Kissimmee, LLC (the "LLC").

2. Registered Office and Agent. The complete address and zip code of the LLC's initial registered office, the county in which the registered office is located, and the name of the initial registered agent at that office are:

S. Thomas Peters
149 Monroe Avenue
Memphis, Tennessee 38103

3. Number of Members. At the date of the filing of the Articles, and at the date and time of formation, there *is 1* Member.

4. Member Managed. The LLC shall be managed by its Member(s) pursuant to Section 48-249-401(a) of the Tennessee Code Annotated.

5. Date of Formation. The existence of the LLC will begin immediately upon the proper filing of these Articles of Organization pursuant to Section 48-249-102 of the Tennessee Code Annotated.

6. Term. The duration of the LLC is not limited to a specific term of years.

7. Principal Executive Office. The Principal Executive Office of the LLC and the county in which that office is located shall initially be:

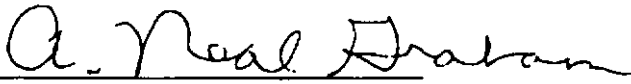
149 Monroe Avenue
Memphis, TN 38103
Attention: S. Thomas Peters

8. Indemnification. In addition to the mandatory indemnification provided for in the Act, and unless otherwise provided in an Operating Agreement, the LLC shall advance and pay for the reasonable expenses incurred by any Member who becomes a party to a legal proceeding because such Member is a Responsible Person of the LLC as defined in Section 48-249-115(a)(6) of the Act if the requirements for indemnification set forth in Section 48-249-115(b)(2) are satisfied.

9. Actions without a Meeting. Any action to be taken by the Member(s) may be approved by the Member(s) by action on written consent without a meeting pursuant to the terms of the LLC's Operating Agreement.

10. Amendment. Amendments to these Articles must be by consent of a majority of the Member(s).

Dated: January 17, 2019


A. Neal Graham, Organizer

B0641-1339 01/22/2019 2:44 PM Received by Tennessee Secretary of State Tre Hargett

**SECOND AMENDMENT TO THE ARTICLES OF ORGANIZATION
OF
LAFAYETTE'S-KISSIMMEE, LLC**

Pursuant to the provisions of Section 48-249-204 of the Tennessee Limited Liability Company Act, the undersigned Limited Liability Company adopts the following Second Amendment to Articles of Organization:

- I. The name of the limited liability company is "Lafayette's-Kissimmee, LLC"
- II. Limited Liability Company Control No. 001006478.
- III. The text of the amendments adopted are:

The text of the amendments to the Articles of Organization adopted are:

Paragraph of the Articles of Organization entitled "Name" is deleted and the following are inserted in their place:

"1. Name. The name of the limited liability company is "**N-Harmony Orlando Investors, LLC**".

- IV. The amendments were duly adopted by the unanimous consent of all of the Members on August 5, 2020.
- V. The amendment is to be effective upon filing by the Tennessee Secretary of State.

Dated: September 25, 2020.

Lafayette's-Kissimmee, LLC

By: A. Neal Graham
A. Neal Graham, Organizer

B0922-8521 10/01/2020 2:23 PM Received by Tennessee Secretary of State Tre Hargett