

IN THE CITY OF KEY WEST, BEFORE THE CITY COMMISSION SITTING AS THE
BOARD OF ADJUSTMENT FOR THE CITY OF KEY WEST, FLORIDA

DISPENSARY MANAGEMENT, LLC,
a Florida limited liability company,
Appellant,
v.
CITY OF KEY WEST,
Appellee.

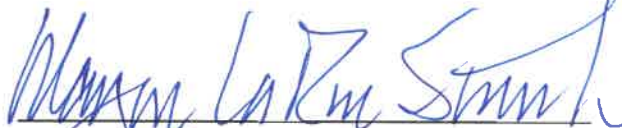
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CITY CLERK'S OFFICE
AUG 21 AM 10:53
CITY OF KEY WEST
FLORIDA

INDEX AND APPENDIX IN SUPPORT OF NOTICE OF APPEAL

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on August 21, 2017, a true and correct copy of the foregoing was personally served on Cheri Smith, Clerk of the City of Key West, Florida 33040.



WAYNE LARUE SMITH
Florida Bar No. 0031410
BRETT TYLER SMITH
Florida Bar No. 0085412
THE SMITH LAW FIRM,
a professional association
Counsel for Appellant
509 Whitehead Street
Key West, Florida 33040
T: (305) 296-0029
F: (305) 296-9172
E: Court-Filings@thesmithlawfirm.com

Business Tax Receipt Application

City of Key West
City Hall Annex
PO Box 1409
Key West, FL 33041

Date Applied 1-3-2017

BTR # _____
licensing@cityofkeywest-fl.gov
Phone 305-809-3955
Fax 305-809-3978

Business Type: Retail Sales (medical marijuana) 900 sq. ft.

Business Name: Dispensary Management, LLC

Business Location: 300 Front Street, Key West, FL

Business Owner: Dispensary Management, LLC

State Licensed Qualifier (if applicable): N/A

Mailing Address: 45 NW 21st Street, Miami, FL 33127

EIN / SS # 81-4822259

Phone # 305-532-6992

Joseph Cohen, Manager
Applicant name (printed)

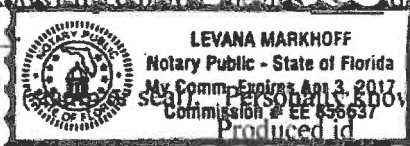
[Signature]
Applicant signature

1/3/17
Date

State of Florida
County of Monroe

The foregoing instrument was acknowledged before me this 3rd day of JAN. 2017 by

[Signature]
Signature of Notary Public



____ Sales Tax number 305-470-5001 (myflorida.com)

____ Lease or deed

____ State License DBPR 850-487-1395 (myflorida.com)

Dept Ag 800-435-7352 (freshfromflorida.com)

____ Home occupation application

____ Fictitious Name registration (sunbiz.org)

Previous use _____

____ Corporate or LLC registration (sunbiz.org)

____ Liability / Worker's Comp

Zoning _____

____ Fire Inspector 292-8179

____ CO / final inspection on any permits

Category _____ Fee \$ _____

____ Monroe County or local licensing

Required prior to opening for businessCommercial garbage Waste Mgmt 305-296-2794

Issued in accordance with Chapter 66. Key West Code of Ordinances

____ Approved _____ Denied / Reason _____

Licensing Official

Date

ARTICLES of ORGANIZATION

of

DISPENSARY MANAGEMENT, LLC

In order to form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.0201 of the laws of the State of Florida, I do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112 and §605.0201(2)(a), the limited liability company's name shall be:

"DISPENSARY MANAGEMENT, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when the Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §605.0201(4) and Fla. Stat. §605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Street Address:

300 Front Street
Key West, FL 33040

Mailing Address:

45 Northwest 21st Street
Miami, FL 33127

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: 509 Whitehead Street, Key West, Florida 33040. The name of the registered agent at such registered office is:

WAYNE LARUE SMITH, ESQ.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires

ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605, Florida Statutes. This limited liability company shall be initially managed by a Manager, Joseph Cohen, until the removal, replacement, resignation, death, or retirement, or written consent to a successor Manager, at which time the successor Manager shall be selected (i) in accordance with any then adopted Operating Agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company. The Manager's address is:

45 Northwest 21st Street
Miami, FL 33127

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or Fla. Stat. §605.0404(2) (or successor sections) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Manager-managed company, the Manager shall have all the rights afforded under Fla. Stat. § 605.0407(3) (or successor statute); and the rights afforded to the Manager hereunder shall not be abridged by any subsequent amendments to this limited

liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605, Florida Statutes, including but not limited to the operation of a duly licensed marijuana dispensary as authorized by law.

ARTICLE X - STATEMENT OF AUTHORITY AGREEMENT

This limited liability company may file a Statement of Authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned organizer of this limited liability company has executed these Articles of Organization on this 2nd day of January, 2017.

DISPENSARY MANAGEMENT, LLC,
a Florida Limited Liability Company

By: Wayne Larue Smith
Wayne Larue Smith, Esq., Authorized Representative & Organizer

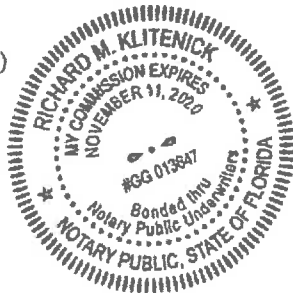
STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared WAYNE LARUE SMITH, the signor who appeared before me at the time of this notarization, and is personally known to me; or, who has produced N/A as identification to prove to me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 2nd day of January, 2017

[Signature]
Notary Public-State of Florida
Commission expires: 11/11/20

(STAMP/SEAL)



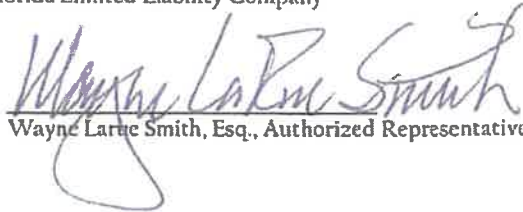
CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapters 605 and 48.061, Florida Statutes, the following is submitted:

That DISPENSARY MANAGEMENT, LLC, desiring to qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, FL, has named WAYNE LARUE SMITH, ESQ., as its agent to accept service of process.

DISPENSARY MANAGEMENT, LLC,
a Florida Limited Liability Company

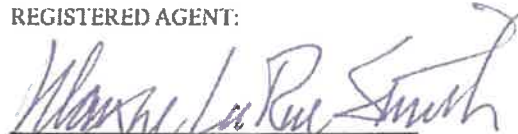
By:


Wayne Larue Smith, Esq., Authorized Representative & Organizer

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 605 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


WAYNE LARUE SMITH, ESQ.
Date 1-2-2016

[Florida Department of State](#)

DIVISION OF CORPORATIONS

[Department of State](#) / [Division of Corporations](#) / [Search Records](#) / [Detail By Document Number](#) /**Detail by Entity Name**

Florida Limited Liability Company
DISPENSARY MANAGEMENT, LLC

Filing Information

Document Number L17000000267
FEI/EIN Number NONE
Date Filed 01/03/2017
State FL
Status ACTIVE

Principal Address

300 FRONT STREET
KEY WEST, FL 33040

Mailing Address

45 NORTHWEST 21ST STREET
MIAMI, FL 33127

Registered Agent Name & Address

SMITH, WAYNE L, ESQ.
509 WHITEHEAD STREET
KEY WEST, FL 33040

Authorized Person(s) Detail**Name & Address**

Title MGR

COHEN, JOSEPH
45 NORTHWEST 21ST STREET
MIAMI, FL 33127

Annual Reports

No Annual Reports Filed

Document Images

No images are available for this filing.

Florida Department of State, Division of Corporations

ACTION BY UNANIMOUS WRITTEN CONSENT
AS AND FOR A SPECIAL MEETING
OF THE ORGANIZER
OF
DISPENSARY MANAGEMENT, LLC

January 3, 2017

The undersigned, constituting the Organizer of DISPENSARY MANAGEMENT, LLC, a Florida limited liability company (the "Company"), hereby makes the following determinations, and accordingly, takes the following actions by unanimous written consent:

WHEREAS, the undersigned Organizer is the authorized representative of the company for the sole purpose of company formation and the initial business tax receipt filings with the City of Key West, Florida for medical marijuana dispensaries;

WHEREAS, the Company has or is filing the said applications on even date of this Consent; and,

WHEREAS, the Organizer desires to appoint the Manager of the Company to execute all documents related to the above referenced purposes, etc.,

THEREFORE, BE IT RESOLVED, that JOSEPH COHEN is hereby appointed as Manager of the Company

RESOLVED FURTHER, that all prior acts by the Organizer and/or the Company in furtherance of this action, are hereby approved and ratified.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first written above.

ORGANIZER


WAYNE LARUE SMITH

UNANIMOUS CONSENT
DISPENSARY MANAGEMENT, LLC

JOSEPH COHEN
45 NORTHWEST 21st STREET
MIAMI, FL 33127

VIA HAND DELIVERY

January 3, 2017

Carolyn Walker
Chief Licensing Official
City of Key West
P.O. Box 1409
Key West, FL 33040

Re: **Dispensary Management, LLC**
 Application Filing-Business Tax Receipt/Occupational Licenses
 300 Front Street, Key West, FL-230 East 7th Street Associates
 326 Duval Street, Key West, FL-Colonial Suites, Inc.
 901 Duval Street, Key West, FL-901 Duval Street, Inc.
 513 Duval Street, Key West, FL-230 East 7th Street Associates
 423 Duval Street, Key West, FL-423 Duval Street, LLC

Ms. Walker:

I am an authorized Partner, Director or otherwise authorized corporate principal owner of all five (5) of the above-referenced properties. Please be advised that Dispensary management, LLC is a lawful commercial tenant in each of the above addresses pursuant to lawful commercial lease agreements. In light of the foregoing, please accept this on behalf of each of the five (5) Landlords as Dispensary Management, LLC's specific authorization to do the following:

- ***Complete and file an application for City of Key West Retail or any other Business Tax Receipts and/or Occupational License(s);***
- ***Open or transfer any City utility services***

Should you require anything further, please contact me at your convenience.

Sincerely,



Joseph Cohen

c: Wayne Larue Smith, Esq.

Jodell Roberts

From: Lara, Margret <MLara5@wm.com>
Sent: Tuesday, January 03, 2017 2:24 PM
To: Wayne Smith
Cc: Jodell Roberts
Subject: FW: Joseph Cohen Accounts

Importance: High

See below

Thank You,

Margret Lara
Franchise Territory Manager
MLara5@wm.com

Waste Management
125 Toppino Industrial Dr
Key West, Fl. 33040
Tel 305-434-9136
Cell 305-797-3312

From: Lara, Margret
Sent: Tuesday, January 3, 2017 11:50 AM
To: wayne@thesmithlawfirm.com
Subject: Joseph Cohen Accounts
Importance: High

300 Front St – Account # 990-23335	PLAYTIME	304 FRONT ST
326-330 Duval St – Account # 990-21743	VAPOR WORLD	329 DUVAL ST
901 Duval St – Account # 990-20384	PARADISE FOUND	901 DUVAL ST

The below 2 locations have active garbage accounts not belonging to Mr. Cohen they belong to the active business located at the locations.

423 Duval St – Active account belongs to Macaron Keys LLC

513 Duval St – Active account belongs to Heavenly Couture Inc

Thank You,

Margret Lara
Franchise Territory Manager
MLara5@wm.com

Waste Management

125 Toppino Industrial Dr

Key West, Fl. 33040

Tel 305-434-9136

Cell 305-797-3312

Recycling is a good thing. Please recycle any printed emails.

THE SMITH LAW FIRM A PROFESSIONAL ASSOCIATION

1311

DATE : January 03, 17
CHE # : 1311
AMOUNT : \$203.00
ACCOUNT : 4
PAID TO : City of Key West
P.O. Box 1409
Key West, Florida 33041

EXPLANATION : BTR Application Fee

SECURITY FEATURES INCLUDE TRUE WATERMARK PAPER, HEAT SENSITIVE ICON AND FOIL HOLOGRAM		1311	
THE SMITH LAW FIRM A PROFESSIONAL ASSOCIATION 509 WHITEHEAD STREET KEY WEST, FL 33040-6526 305-296-0029		BB&T BRANCH BANKING AND TRUST COMPANY 1-800-BANK BBT BBT.com 63-9138/2631	
		DATE Jan 03, 2017	
*** Two Hundred Three *****		00/100	\$ \$203.00
PAY TO THE ORDER OF: City of Key West P.O. Box 1409 Key West, Florida 33041		AMOUNT	
Notes:		AUTHORIZED SIGNATURE 	
⑈001311⑈ ⑆263191387⑆0000244866522⑈			

Business Tax Receipt Application

City of Key West
City Hall Annex
PO Box 1409
Key West, FL 33041

Date Applied 1-3-2017

BTR # _____
licensing@cityofkeywest-fl.gov
Phone 305-809-3955
Fax 305-809-3978

Business Type: Retail Sales (medical marijuana) 1,500 sq.ft.

JAN 03 2017

Business Name: Dispensary Management, LLC

Business Location: 326-330 Duval Street, Key West, FL

Business Owner: Dispensary Management, LLC

State Licensed Qualifier (if applicable): N/A

Mailing Address: 45 NW 21st Street, Miami, FL 33127

EIN / SS # 81-4822259 Phone # 305-532-6992

Joseph Cohen, Manager
Applicant name (printed)

[Signature]
Applicant signature

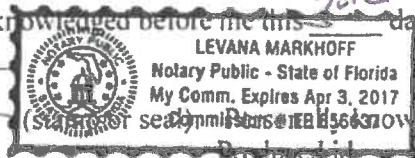
1/3/17
Date

State of Florida
County of Monroe

The foregoing instrument was acknowledged before me this 3rd day of JAN., 2017 by

Joseph Cohen

Signature of Notary Public



____ Sales Tax number 305-470-5001 (myflorida.com)

____ Lease or deed

____ State License DBPR 850-487-1395 (myflorida.com)

____ Dept Ag 800-435-7352 (freshfromflorida.com)

____ Home occupation application

____ Fictitious Name registration (sunbiz.org)

Previous use _____

____ Corporate or LLC registration (sunbiz.org)

____ Liability / Worker's Comp

Zoning _____

____ Fire Inspector 292-8179

____ CO / final inspection on any permits

Category _____ Fee \$ _____

____ Monroe County or local licensing

Required prior to opening for businessCommercial garbage Waste Mgmt 305-296-2794

Issued in accordance with Chapter 66, Key West Code of Ordinances

____ Approved _____ Denied / Reason _____

Licensing Official

Date

ARTICLES of ORGANIZATION

of

DISPENSARY MANAGEMENT, LLC

In order to form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.0201 of the laws of the State of Florida, I do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112 and §605.0201(2)(a), the limited liability company's name shall be:

"DISPENSARY MANAGEMENT, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when the Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §605.0201(4) and Fla. Stat. §605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Street Address:

300 Front Street
Key West, FL 33040

Mailing Address:

45 Northwest 21st Street
Miami, FL 33127

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: *509 Whitehead Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

WAYNE LARUE SMITH, ESQ.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires

ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605, Florida Statutes. This limited liability company shall be initially managed by a Manager, Joseph Cohen, until the removal, replacement, resignation, death, or retirement, or written consent to a successor Manager, at which time the successor Manager shall be selected (i) in accordance with any then adopted Operating Agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company. The Manager's address is:

45 Northwest 21st Street
Miami, FL 33127

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or Fla. Stat. §605.0404(2) (or successor sections) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Manager-managed company, the Manager shall have all the rights afforded under Fla. Stat. § 605.0407(3) (or successor statute); and the rights afforded to the Manager hereunder shall not be abridged by any subsequent amendments to this limited

liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605, Florida Statutes, including but not limited to the operation of a duly licensed marijuana dispensary as authorized by law.

ARTICLE X - STATEMENT OF AUTHORITY AGREEMENT

This limited liability company may file a Statement of Authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned organizer of this limited liability company has executed these Articles of Organization on this 2nd day of January, 2017.

DISPENSARY MANAGEMENT, LLC,
a Florida Limited Liability Company

By: Wayne Larue Smith
Wayne Larue Smith, Esq., Authorized Representative & Organizer

STATE OF FLORIDA
COUNTY OF MONROE

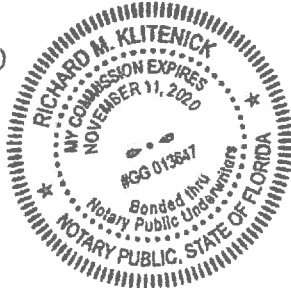
BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared WAYNE LARUE SMITH, the signor who appeared before me at the time of this notarization, and is personally known to me; or, who has produced N/A as identification to prove to me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 2nd day of January, 2017.

Richard M. Klitenick
Notary Public-State of Florida

Commission expires: 11/11/20

(STAMP/SEAL)



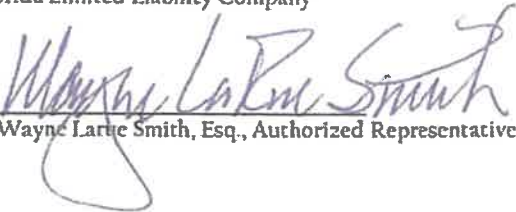
CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapters 605 and 48.061, Florida Statutes, the following is submitted:

That DISPENSARY MANAGEMENT, LLC, desiring to qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, FL, has named WAYNE LARUE SMITH, ESQ., as its agent to accept service of process.

DISPENSARY MANAGEMENT, LLC,
a Florida Limited Liability Company

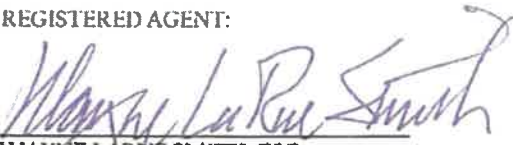
By:


Wayne Larue Smith, Esq., Authorized Representative & Organizer

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 605 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


WAYNE LARUE SMITH, ESQ.
Date 1-2-2016

Florida Department of State

DIVISION OF CORPORATIONS

[Department of State](#) / [Division of Corporations](#) / [Search Records](#) / [Detail By Document Number](#) /**Detail by Entity Name**

Florida Limited Liability Company
DISPENSARY MANAGEMENT, LLC

Filing Information

Document Number L17000000267
FEI/EIN Number NONE
Date Filed 01/03/2017
State FL
Status ACTIVE

Principal Address

300 FRONT STREET
KEY WEST, FL 33040

Mailing Address

45 NORTHWEST 21ST STREET
MIAMI, FL 33127

Registered Agent Name & Address

SMITH, WAYNE L, ESQ.
509 WHITEHEAD STREET
KEY WEST, FL 33040

Authorized Person(s) Detail**Name & Address**

Title MGR

COHEN, JOSEPH
45 NORTHWEST 21ST STREET
MIAMI, FL 33127

Annual Reports

No Annual Reports Filed

Document Images

No images are available for this filing.

Florida Department of State, Division of Corporations

ACTION BY UNANIMOUS WRITTEN CONSENT
AS AND FOR A SPECIAL MEETING
OF THE ORGANIZER
OF
DISPENSARY MANAGEMENT, LLC

January 3, 2017

The undersigned, constituting the Organizer of DISPENSARY MANAGEMENT, LLC, a Florida limited liability company (the "Company"), hereby makes the following determinations, and accordingly, takes the following actions by unanimous written consent:

WHEREAS, the undersigned Organizer is the authorized representative of the company for the sole purpose of company formation and the initial business tax receipt filings with the City of Key West, Florida for medical marijuana dispensaries;

WHEREAS, the Company has or is filing the said applications on even date of this Consent; and,

WHEREAS, the Organizer desires to appoint the Manager of the Company to execute all documents related to the above referenced purposes, etc.,

THEREFORE, BE IT RESOLVED, that JOSEPH COHEN is hereby appointed as Manager of the Company

RESOLVED FURTHER, that all prior acts by the Organizer and/or the Company in furtherance of this action, are hereby approved and ratified.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first written above.

ORGANIZER


WAYNE LARUE SMITH

UNANIMOUS CONSENT
DISPENSARY MANAGEMENT, LLC

JOSEPH COHEN
45 NORTHWEST 21st STREET
MIAMI, FL 33127

VIA HAND DELIVERY

January 3, 2017

Carolyn Walker
Chief Licensing Official
City of Key West
P.O. Box 1409
Key West, FL 33040

Re: **Dispensary Management, LLC**
 Application Filing-Business Tax Receipt/Occupational Licenses
 300 Front Street, Key West, FL-230 East 7th Street Associates
 326 Duval Street, Key West, FL-Colonial Suites, Inc.
 901 Duval Street, Key West, FL-901 Duval Street, Inc.
 513 Duval Street, Key West, FL-230 East 7th Street Associates
 423 Duval Street, Key West, FL-423 Duval Street, LLC

Ms. Walker:

I am an authorized Partner, Director or otherwise authorized corporate principal owner of all five (5) of the above-referenced properties. Please be advised that Dispensary management, LLC is a lawful commercial tenant in each of the above addresses pursuant to lawful commercial lease agreements. In light of the foregoing, please accept this on behalf of each of the five (5) Landlords as Dispensary Management, LLC's specific authorization to do the following:

- ***Complete and file an application for City of Key West Retail or any other Business Tax Receipts and/or Occupational License(s);***
- ***Open or transfer any City utility services***

Should you require anything further, please contact me at your convenience.

Sincerely,



Joseph Cohen

c: Wayne Larue Smith, Esq.

Jodell Roberts

From: Lara, Margret <MLara5@wm.com>
Sent: Tuesday, January 03, 2017 2:24 PM
To: Wayne Smith
Cc: Jodell Roberts
Subject: FW: Joseph Cohen Accounts

Importance: High

See below

Thank You,

Margret Lara
Franchise Territory Manager
MLara5@wm.com

Waste Management
125 Toppino Industrial Dr
Key West, Fl. 33040
Tel 305-434-9136
Cell 305-797-3312

From: Lara, Margret
Sent: Tuesday, January 3, 2017 11:50 AM
To: wayne@thesmithlawfirm.com
Subject: Joseph Cohen Accounts
Importance: High

300 Front St – Account # 990-23335	PLAYTIME	304 FRONT ST
326-330 Duval St – Account # 990-21743	VAPOR WORLD	329 DUVAL ST
901 Duval St – Account # 990-20384	PARADISE FOUND	901 DUVAL ST

The below 2 locations have active garbage accounts not belonging to Mr. Cohen they belong to the active business located at the locations.

423 Duval St – Active account belongs to Macaron Keys LLC

513 Duval St – Active account belongs to Heavenly Couture Inc

Thank You,

Margret Lara
Franchise Territory Manager
MLara5@wm.com

Waste Management

125 Toppino Industrial Dr

Key West, Fl. 33040

Tel 305-434-9136

Cell 305-797-3312

Recycling is a good thing. Please recycle any printed emails.

DATE : January 03, 17
CHE # : 1313
AMOUNT : \$203.00
ACCOUNT : 4
PAID TO : City of Key West
P.O. Box 1409
Key West, Florida 33041

EXPLANATION : BTR Application Fee

SECURITY FEATURES INCLUDE TRUE WATERMARK PAPER, HEAT SENSITIVE ICON AND FOIL HOLOGRAM	
THE SMITH LAW FIRM A PROFESSIONAL ASSOCIATION 509 WHITEHEAD STREET KEY WEST, FL 33040-6526 305-296-0029	BB&T BRANCH BANKING AND TRUST COMPANY 1-800-BANK BBT BBT.com 63-9138/2631
	1313
	DATE Jan 03, 2017
	AMOUNT \$203.00
*** Two Hundred Three *****	
PAY TO THE ORDER OF:	00/100 \$
City of Key West P.O. Box 1409 Key West, Florida 33041	
Notes:	
	 AUTHORIZED SIGNATURE
⑈001313⑈ ⑆263191387⑆0000244866522⑈	

Business Tax Receipt Application

City of Key West
City Hall Annex
PO Box 1409
Key West, FL 33041

Date Applied 1-3-2017

BTR # _____
licensing@cityofkeywest-fl.gov
Phone 305-809-3955
Fax 305-809-3978

Business Type: Retail Sales (medical marijuana) 1,500 sq. ft

Business Name: Dispensary Management, LLC

Business Location: 423 Duval Street, Key West, FL

Business Owner: Dispensary Management, LLC

State Licensed Qualifier (if applicable): N/A

Mailing Address: 45 NW 21st Street, Mismi, FL 33127

EIN / SS # 81-4822259

Phone # 305-532-6992

Joseph Cohen, Manager
Applicant name (printed)

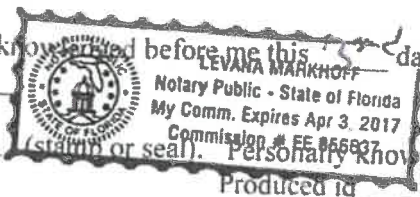
[Signature]
Applicant signature

1/3/17
Date

State of Florida
County of Monroe

The foregoing instrument was acknowledged before me this 3 day of JAN, 2017 by
Joseph Cohen

[Signature]
Signature of Notary Public



Produced id _____

- ☐ Sales Tax number 305-470-5001 (myflorida.com)
☐ Lease or deed
☐ State License DBPR 850-487-1395 (myflorida.com)
Dept Ag 800-435-7352 (freshfromflorida.com)
☐ Home occupation application
☐ Fictitious Name registration (sunbiz.org)
☐ Corporate or LLC registration (sunbiz.org)
☐ Liability / Worker's Comp
☐ Fire Inspector 292-8179
☐ CO / final inspection on any permits
☐ Monroe County or local licensing
- Previous use _____
Zoning _____
Category _____ Fee \$ _____

Required prior to opening for businessCommercial garbage Waste Mgmt 305-296-2794

Issued in accordance with Chapter 66, Key West Code of Ordinances

Approved _____ Denied / Reason _____

Licensing Official

Date

ARTICLES of ORGANIZATION

of

DISPENSARY MANAGEMENT, LLC

In order to form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.0201 of the laws of the State of Florida, I do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112 and §605.0201(2)(a), the limited liability company's name shall be:

"DISPENSARY MANAGEMENT, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when the Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §605.0201(4) and Fla. Stat. §605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Street Address:

300 Front Street
Key West, FL 33040

Mailing Address:

45 Northwest 21st Street
Miami, FL 33127

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: *509 Whitehead Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

WAYNE LARUE SMITH, ESQ.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires

ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605, Florida Statutes. This limited liability company shall be initially managed by a Manager, Joseph Cohen, until the removal, replacement, resignation, death, or retirement, or written consent to a successor Manager, at which time the successor Manager shall be selected (i) in accordance with any then adopted Operating Agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company. The Manager's address is:

45 Northwest 21st Street
Miami, FL 33127

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or Fla. Stat. §605.0404(2) (or successor sections) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Manager-managed company, the Manager shall have all the rights afforded under Fla. Stat. § 605.0407(3) (or successor statute); and the rights afforded to the Manager hereunder shall not be abridged by any subsequent amendments to this limited

liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605, Florida Statutes, including but not limited to the operation of a duly licensed marijuana dispensary as authorized by law.

ARTICLE X - STATEMENT OF AUTHORITY AGREEMENT

This limited liability company may file a Statement of Authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned organizer of this limited liability company has executed these Articles of Organization on this 2nd day of January, 2017.

DISPENSARY MANAGEMENT, LLC,
a Florida Limited Liability Company

By: Wayne Larue Smith
Wayne Larue Smith, Esq., Authorized Representative & Organizer

STATE OF FLORIDA
COUNTY OF MONROE

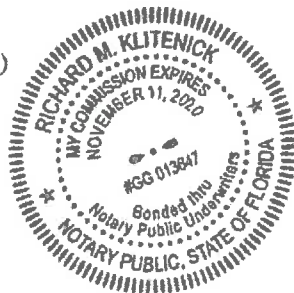
BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared WAYNE LARUE SMITH, the signor who appeared before me at the time of this notarization, and is personally known to me; or, who has produced N/A as identification to prove to me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 2nd day of January, 2017

[Signature]
Notary Public - State of Florida

Commission expires: 11/11/20

(STAMP/SEAL)



**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapters 605 and 48.061, Florida Statutes, the following is submitted:
That DISPENSARY MANAGEMENT, LLC, desiring to qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, FL, has named WAYNE LARUE SMITH, ESQ., as its agent to accept service of process.

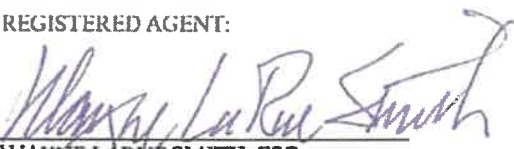
DISPENSARY MANAGEMENT, LLC,
a Florida Limited Liability Company

By: 
Wayne Larue Smith, Esq., Authorized Representative & Organizer

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 605 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


WAYNE LARUE SMITH, ESQ.
Date 1-2-2016

[Florida Department of State](#)

DIVISION OF CORPORATIONS

[Department of State](#) / [Division of Corporations](#) / [Search Records](#) / [Detail By Document Number](#) /**Detail by Entity Name**

Florida Limited Liability Company
DISPENSARY MANAGEMENT, LLC

Filing Information

Document Number L17000000267
FEI/EIN Number NONE
Date Filed 01/03/2017
State FL
Status ACTIVE

Principal Address

300 FRONT STREET
KEY WEST, FL 33040

Mailing Address

45 NORTHWEST 21ST STREET
MIAMI, FL 33127

Registered Agent Name & Address

SMITH, WAYNE L, ESQ.
509 WHITEHEAD STREET
KEY WEST, FL 33040

Authorized Person(s) Detail**Name & Address**

Title MGR

COHEN, JOSEPH
45 NORTHWEST 21ST STREET
MIAMI, FL 33127

Annual Reports

No Annual Reports Filed

Document Images

No images are available for this filing.

Page 15 | Department of State, Division of Corporations

ACTION BY UNANIMOUS WRITTEN CONSENT
AS AND FOR A SPECIAL MEETING
OF THE ORGANIZER
OF
DISPENSARY MANAGEMENT, LLC

January 3, 2017

The undersigned, constituting the Organizer of DISPENSARY MANAGEMENT, LLC, a Florida limited liability company (the "Company"), hereby makes the following determinations, and accordingly, takes the following actions by unanimous written consent:

WHEREAS, the undersigned Organizer is the authorized representative of the company for the sole purpose of company formation and the initial business tax receipt filings with the City of Key West, Florida for medical marijuana dispensaries;

WHEREAS, the Company has or is filing the said applications on even date of this Consent; and,

WHEREAS, the Organizer desires to appoint the Manager of the Company to execute all documents related to the above referenced purposes, etc.,

THEREFORE, BE IT RESOLVED, that JOSEPH COHEN is hereby appointed as Manager of the Company

RESOLVED FURTHER, that all prior acts by the Organizer and/or the Company in furtherance of this action, are hereby approved and ratified.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first written above.

ORGANIZER


WAYNE LARUE SMITH

UNANIMOUS CONSENT
DISPENSARY MANAGEMENT, LLC

JOSEPH COHEN
45 NORTHWEST 21ST STREET
MIAMI, FL 33127

VIA HAND DELIVERY

January 3, 2017

Carolyn Walker
Chief Licensing Official
City of Key West
P.O. Box 1409
Key West, FL 33040

Re: **Dispensary Management, LLC**
 Application Filing-Business Tax Receipt/Occupational Licenses
 300 Front Street, Key West, FL-230 East 7th Street Associates
 326 Duval Street, Key West, FL-Colonial Suites, Inc.
 901 Duval Street, Key West, FL-901 Duval Street, Inc.
 513 Duval Street, Key West, FL-230 East 7th Street Associates
 423 Duval Street, Key West, FL-423 Duval Street, LLC

Ms. Walker:

I am an authorized Partner, Director or otherwise authorized corporate principal owner of all five (5) of the above-referenced properties. Please be advised that Dispensary management, LLC is a lawful commercial tenant in each of the above addresses pursuant to lawful commercial lease agreements. In light of the foregoing, please accept this on behalf of each of the five (5) Landlords as Dispensary Management, LLC's specific authorization to do the following:

- ***Complete and file an application for City of Key West Retail or any other Business Tax Receipts and/or Occupational License(s);***
- ***Open or transfer any City utility services***

Should you require anything further, please contact me at your convenience.

Sincerely,



Joseph Cohen

c: Wayne Larue Smith, Esq.

Jodell Roberts

From: Lara, Margret <MLara5@wm.com>
Sent: Tuesday, January 03, 2017 2:24 PM
To: Wayne Smith
Cc: Jodell Roberts
Subject: FW: Joseph Cohen Accounts

Importance: High

See below

Thank You,

Margret Lara
Franchise Territory Manager
MLara5@wm.com

Waste Management
125 Toppino Industrial Dr
Key West, Fl. 33040
Tel 305-434-9136
Cell 305-797-3312

From: Lara, Margret
Sent: Tuesday, January 3, 2017 11:50 AM
To: wayne@thesmithlawfirm.com
Subject: Joseph Cohen Accounts
Importance: High

300 Front St – Account # 990-23335	PLAYTIME	304 FRONT ST
326-330 Duval St – Account # 990-21743	VAPOR WORLD	329 DUVAL ST
901 Duval St – Account # 990-20384	PARADISE FOUND	901 DUVAL ST

The below 2 locations have active garbage accounts not belonging to Mr. Cohen they belong to the active business located at the locations.

423 Duval St – Active account belongs to Macaron Keys LLC
513 Duval St – Active account belongs to Heavenly Couture Inc

Thank You,

Margret Lara
Franchise Territory Manager
MLara5@wm.com

Waste Management

125 Toppino Industrial Dr

Key West, Fl. 33040

Tel 305-434-9136

Cell 305-797-3312

Recycling is a good thing. Please recycle any printed emails.

THE SMITH LAW FIRM A PROFESSIONAL ASSOCIATION

1314

DATE : January 03, 17
CHE # : 1314
AMOUNT : \$203.00
ACCOUNT : 4
PAID TO : City of Key West
P.O. Box 1409
Key West, Florida 33041

EXPLANATION : BTR Application Fee

SECURITY FEATURES INCLUDE TRUE WATERMARK PAPER, HEAT SENSITIVE ICON AND FOIL HOLOGRAM		1314	
THE SMITH LAW FIRM A PROFESSIONAL ASSOCIATION 509 WHITEHEAD STREET KEY WEST, FL 33040-6526 305-296-0029		BB&T BRANCH BANKING AND TRUST COMPANY 1-800-BANK BBT BBT.com 83-9138/2831	
		DATE Jan 03, 2017	
*** Two Hundred Three *****		AMOUNT 00/100 \$ \$203.00	
PAY TO THE ORDER OF:	City of Key West P.O. Box 1409 Key West, Florida 33041	 AUTHORIZED SIGNATURE 	
Notes:			
⑈001314⑈ ⑆263191387⑆0000244866522⑈			

Business Tax Receipt Application

City of Key West
City Hall Annex
PO Box 1409
Key West, FL 33041

Date Applied 1-3-2017

BTR # _____
licensing@cityofkeywest-fl.gov
Phone 305-809-3955
Fax 305-809-3978

Business Type: Retail Sales (medical marijuana) 1,100 sq. ft.

Business Name: Dispensary Management, LLC

Business Location: 513 Duval Street, Key West, FL

Business Owner: Dispensary Management, LLC

State Licensed Qualifier (if applicable): N/A

Mailing Address: 45 NW 21st Street, Miami, FL 33127

EIN / SS # 81-4822259

Phone # 305-532-6992

Joseph Cohen, Manager
Applicant name (printed)

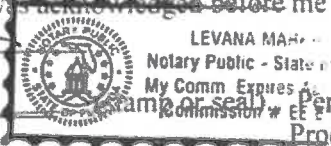
[Signature]
Applicant signature

1/3/17
Date

State of Florida
County of Monroe

The foregoing instrument was acknowledged before me this 3rd day of JAN 2017, by

[Signature]



Signature of Notary Public

Personally known [Signature]
Produced id _____

____ Sales Tax number 305-470-5001 (myflorida.com)

____ Lease or deed

____ State License DBPR 850-487-1395 (myflorida.com)

____ Dept Ag 800-435-7352 (freshfromflorida.com)

____ Home occupation application

____ Fictitious Name registration (sunbiz.org)

Previous use _____

____ Corporate or LLC registration (sunbiz.org)

____ Liability / Worker's Comp

Zoning _____

____ Fire Inspector 292-8179

____ CO / final inspection on any permits

Category _____ Fee \$ _____

____ Monroe County or local licensing

Required prior to opening for businessCommercial garbage Waste Mgmt 305-296-2794

Issued in accordance with Chapter 66, Key West Code of Ordinances

____ Approved _____ Denied / Reason _____

Licensing Official

Date

ARTICLES of ORGANIZATION
of
DISPENSARY MANAGEMENT, LLC

In order to form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.0201 of the laws of the State of Florida, I do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112 and §605.0201(2)(a), the limited liability company's name shall be:

"DISPENSARY MANAGEMENT, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when the Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §605.0201(4) and Fla. Stat. §605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Street Address:

300 Front Street
Key West, FL 33040

Mailing Address:

45 Northwest 21st Street
Miami, FL 33127

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: *509 Whitehead Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

WAYNE LARUE SMITH, ESQ.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires

ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605, Florida Statutes. This limited liability company shall be initially managed by a Manager, Joseph Cohen, until the removal, replacement, resignation, death, or retirement, or written consent to a successor Manager, at which time the successor Manager shall be selected (i) in accordance with any then adopted Operating Agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company. The Manager's address is:

45 Northwest 21st Street
Miami, FL 33127

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or Fla. Stat. §605.0404(2) (or successor sections) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Manager-managed company, the Manager shall have all the rights afforded under Fla. Stat. § 605.0407(3) (or successor statute); and the rights afforded to the Manager hereunder shall not be abridged by any subsequent amendments to this limited

liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605, Florida Statutes, including but not limited to the operation of a duly licensed marijuana dispensary as authorized by law.

ARTICLE X - STATEMENT OF AUTHORITY AGREEMENT

This limited liability company may file a Statement of Authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned organizer of this limited liability company has executed these Articles of Organization on this 2nd day of January, 2017.

DISPENSARY MANAGEMENT, LLC,
a Florida Limited Liability Company

By: Wayne Larue Smith
Wayne Larue Smith, Esq., Authorized Representative & Organizer

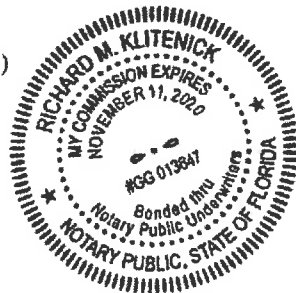
STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared WAYNE LARUE SMITH, the signor who appeared before me at the time of this notarization, and is personally known to me; or, who has produced WJA as identification to prove to me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 2nd day of January, 2017

[Signature]
Notary Public-State of Florida
Commission expires: 11/11/20

(STAMP/SEAL)



**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapters 605 and 48.061, Florida Statutes, the following is submitted:

That DISPENSARY MANAGEMENT, LLC, desiring to qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, FL, has named WAYNE LARUE SMITH, ESQ., as its agent to accept service of process.

DISPENSARY MANAGEMENT, LLC,
a Florida Limited Liability Company

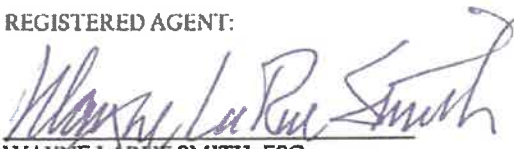
By:


Wayne Larue Smith, Esq., Authorized Representative & Organizer

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 605 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


WAYNE LARUE SMITH, ESQ.
Date 1-2-2016

[Florida Department of State](#)

DIVISION OF CORPORATIONS

[Department of State](#) / [Division of Corporations](#) / [Search Records](#) / [Detail By Document Number](#) /**Detail by Entity Name**

Florida Limited Liability Company
DISPENSARY MANAGEMENT, LLC

Filing Information

Document Number L17000000267
FEI/EIN Number NONE
Date Filed 01/03/2017
State FL
Status ACTIVE

Principal Address

300 FRONT STREET
KEY WEST, FL 33040

Mailing Address

45 NORTHWEST 21ST STREET
MIAMI, FL 33127

Registered Agent Name & Address

SMITH, WAYNE L, ESQ.
509 WHITEHEAD STREET
KEY WEST, FL 33040

Authorized Person(s) Detail**Name & Address**

Title MGR

COHEN, JOSEPH
45 NORTHWEST 21ST STREET
MIAMI, FL 33127

Annual Reports

No Annual Reports Filed

Document Images

No images are available for this filing.

Florida Department of State, Division of Corporations

ACTION BY UNANIMOUS WRITTEN CONSENT
AS AND FOR A SPECIAL MEETING
OF THE ORGANIZER
OF
DISPENSARY MANAGEMENT, LLC

January 3, 2017

The undersigned, constituting the Organizer of DISPENSARY MANAGEMENT, LLC, a Florida limited liability company (the "Company"), hereby makes the following determinations, and accordingly, takes the following actions by unanimous written consent:

WHEREAS, the undersigned Organizer is the authorized representative of the company for the sole purpose of company formation and the initial business tax receipt filings with the City of Key West, Florida for medical marijuana dispensaries;

WHEREAS, the Company has or is filing the said applications on even date of this Consent; and,

WHEREAS, the Organizer desires to appoint the Manager of the Company to execute all documents related to the above referenced purposes, etc.,

THEREFORE, BE IT RESOLVED, that JOSEPH COHEN is hereby appointed as Manager of the Company

RESOLVED FURTHER, that all prior acts by the Organizer and/or the Company in furtherance of this action, are hereby approved and ratified.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first written above.

ORGANIZER


WAYNE LARUE SMITH

UNANIMOUS CONSENT
DISPENSARY MANAGEMENT, LLC

JOSEPH COHEN
45 NORTHWEST 21ST STREET
MIAMI, FL 33127

VIA HAND DELIVERY

January 3, 2017

Carolyn Walker
Chief Licensing Official
City of Key West
P.O. Box 1409
Key West, FL 33040

Re: **Dispensary Management, LLC**
 Application Filing-Business Tax Receipt/Occupational Licenses
 300 Front Street, Key West, FL-230 East 7th Street Associates
 326 Duval Street, Key West, FL-Colonial Suites, Inc.
 901 Duval Street, Key West, FL-901 Duval Street, Inc.
 513 Duval Street, Key West, FL-230 East 7th Street Associates
 423 Duval Street, Key West, FL-423 Duval Street, LLC

Ms. Walker:

I am an authorized Partner, Director or otherwise authorized corporate principal owner of all five (5) of the above-referenced properties. Please be advised that Dispensary management, LLC is a lawful commercial tenant in each of the above addresses pursuant to lawful commercial lease agreements. In light of the foregoing, please accept this on behalf of each of the five (5) Landlords as Dispensary Management, LLC's specific authorization to do the following:

- ***Complete and file an application for City of Key West Retail or any other Business Tax Receipts and/or Occupational License(s);***
- ***Open or transfer any City utility services***

Should you require anything further, please contact me at your convenience.

Sincerely,



Joseph Cohen

c: Wayne Larue Smith, Esq.

Jodell Roberts

From: Lara, Margret <MLara5@wm.com>
Sent: Tuesday, January 03, 2017 2:24 PM
To: Wayne Smith
Cc: Jodell Roberts
Subject: FW: Joseph Cohen Accounts

Importance: High

See below

Thank You,

Margret Lara
Franchise Territory Manager
MLara5@wm.com

Waste Management
125 Toppino Industrial Dr
Key West, Fl. 33040
Tel 305-434-9136
Cell 305-797-3312

From: Lara, Margret
Sent: Tuesday, January 3, 2017 11:50 AM
To: wayne@thesmithlawfirm.com
Subject: Joseph Cohen Accounts
Importance: High

300 Front St – Account # 990-23335	PLAYTIME	304 FRONT ST
326-330 Duval St – Account # 990-21743	VAPOR WORLD	329 DUVAL ST
901 Duval St – Account # 990-20384	PARADISE FOUND	901 DUVAL ST

The below 2 locations have active garbage accounts not belonging to Mr. Cohen they belong to the active business located at the locations.

423 Duval St – Active account belongs to Macaron Keys LLC

513 Duval St – Active account belongs to Heavenly Couture Inc

Thank You,

Margret Lara
Franchise Territory Manager
MLara5@wm.com

Waste Management

125 Toppino Industrial Dr

Key West, Fl. 33040

Tel 305-434-9136

Cell 305-797-3312


Recycling is a good thing. Please recycle any printed emails.

THE SMITH LAW FIRM A PROFESSIONAL ASSOCIATION

1312

DATE: January 03, 17
CHE #: 1312
AMOUNT: \$203.00
ACCOUNT: 4
PAID TO: City of Key West
P.O. Box 1409
Key West, Florida 33041

EXPLANATION: BTR Application Fee

SECURITY FEATURES INCLUDE TRUE WATERMARK PAPER, HEAT SENSITIVE ICON AND FOIL HOLOGRAM	
THE SMITH LAW FIRM A PROFESSIONAL ASSOCIATION 509 WHITEHEAD STREET KEY WEST, FL 33040-6526 305-296-0029	BB&T BRANCH BANKING AND TRUST COMPANY 1-800-BANK BBT BBT.com 83-9138/2831
DATE Jan 03, 2017	AMOUNT \$203.00
*** Two Hundred Three *****	
PAY TO THE ORDER OF: City of Key West P.O. Box 1409 Key West, Florida 33041	AUTHORIZED SIGNATURE  1100131211 12231913871000024486652211
Notes:	

Business Tax Receipt Application

City of Key West
City Hall Annex
PO Box 1409
Key West, FL 33041

Date Applied 1-3-2017

BTR # _____
licensing@cityofkeywest-fl.gov
Phone 305-809-3955
Fax 305-809-3978

Business Type: Retail Sales (medical marijuana) 1,500 sq. ft.

Business Name: Dispensary Management, LLC

Business Location: 901 Duval Street, Key West, FL

Business Owner: Dispensary Management, LLC

State Licensed Qualifier (if applicable): N/A

Mailing Address: 45 NW 21st Sreet, Miami, FL 33127

EIN / SS # 81-4822259 Phone # 305-532-6992

Joseph Cohen, Manager
Applicant name (printed)

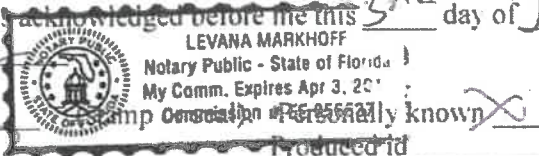
[Signature]
Applicant signature

1/3/17
Date

State of Florida
County of Monroe

The foregoing instrument was acknowledged before me this 3rd day of JAN., 2017, by

JOSEPH COHEN



Signature of Notary Public

Produced id _____

____ Sales Tax number 305-470-5001 (myflorida.com)

____ Lease or deed

____ State License DBPR 850-487-1395 (myflorida.com)

____ Dept Ag 800-435-7352 (freshfromflorida.com)

____ Home occupation application

____ Fictitious Name registration (sunbiz.org)

Previous use _____

____ Corporate or LLC registration (sunbiz.org)

____ Liability / Worker's Comp

Zoning _____

____ Fire Inspector 292-8179

____ CO / final inspection on any permits

Category _____ Fee \$ _____

____ Monroe County or local licensing

Required prior to opening for businessCommercial garbage Waste Mgmt 305-296-2794

Issued in accordance with Chapter 66, Key West Code of Ordinances

____ Approved _____ Denied / Reason _____

Licensing Official

Date

ARTICLES of ORGANIZATION

of

DISPENSARY MANAGEMENT, LLC

In order to form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.0201 of the laws of the State of Florida, I do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112 and §605.0201(2)(a), the limited liability company's name shall be:

"DISPENSARY MANAGEMENT, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when the Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §605.0201(4) and Fla. Stat. §605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Street Address:

300 Front Street
Key West, FL 33040

Mailing Address:

45 Northwest 21st Street
Miami, FL 33127

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: *509 Whitehead Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

WAYNE LARUE SMITH, ESQ.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires

ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605, Florida Statutes. This limited liability company shall be initially managed by a Manager, Joseph Cohen, until the removal, replacement, resignation, death, or retirement, or written consent to a successor Manager, at which time the successor Manager shall be selected (i) in accordance with any then adopted Operating Agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company. The Manager's address is:

45 Northwest 21st Street
Miami, FL 33127

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or Fla. Stat. §605.0404(2) (or successor sections) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Manager-managed company, the Manager shall have all the rights afforded under Fla. Stat. § 605.0407(3) (or successor statute); and the rights afforded to the Manager hereunder shall not be abridged by any subsequent amendments to this limited

liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605, Florida Statutes, including but not limited to the operation of a duly licensed marijuana dispensary as authorized by law.

ARTICLE X - STATEMENT OF AUTHORITY AGREEMENT

This limited liability company may file a Statement of Authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned organizer of this limited liability company has executed these Articles of Organization on this 2nd day of January, 2017.

DISPENSARY MANAGEMENT, LLC,
a Florida Limited Liability Company

By: Wayne Larue Smith
Wayne Larue Smith, Esq., Authorized Representative & Organizer

STATE OF FLORIDA
COUNTY OF MONROE

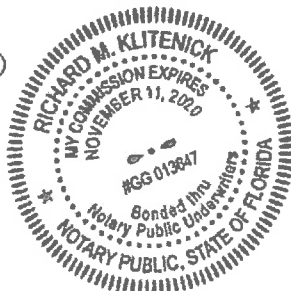
BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared WAYNE LARUE SMITH, the signor who appeared before me at the time of this notarization, and is personally known to me; or, who has produced N/A as identification to prove to me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 2nd day of January, 2017

[Signature]
Notary Public-State of Florida

Commission expires: 11/11/20

(STAMP/SEAL)



CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapters 605 and 48.061, Florida Statutes, the following is submitted:

That DISPENSARY MANAGEMENT, LLC, desiring to qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, FL, has named WAYNE LARUE SMITH, ESQ., as its agent to accept service of process.

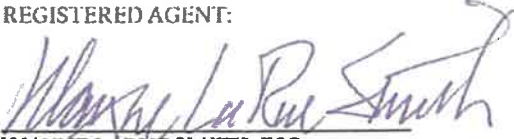
DISPENSARY MANAGEMENT, LLC,
a Florida Limited Liability Company

By: 
Wayne Larue Smith, Esq., Authorized Representative & Organizer

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

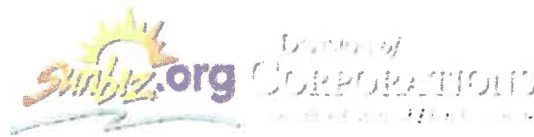
Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 605 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


WAYNE LARUE SMITH, ESQ.
Date 1-2-2016

[Florida Department of State](#)

DIVISION OF CORPORATIONS

[Department of State](#) / [Division of Corporations](#) / [Search Records](#) / [Detail By Document Number](#) /**Detail by Entity Name**

Florida Limited Liability Company
DISPENSARY MANAGEMENT, LLC

Filing Information

Document Number	L17000000267
FEI/EIN Number	NONE
Date Filed	01/03/2017
State	FL
Status	ACTIVE

Principal Address

300 FRONT STREET
KEY WEST, FL 33040

Mailing Address

45 NORTHWEST 21ST STREET
MIAMI, FL 33127

Registered Agent Name & Address

SMITH, WAYNE L, ESQ.
509 WHITEHEAD STREET
KEY WEST, FL 33040

Authorized Person(s) Detail**Name & Address**

Title MGR

COHEN, JOSEPH
45 NORTHWEST 21ST STREET
MIAMI, FL 33127

Annual Reports

No Annual Reports Filed

Document Images

No images are available for this filing.

Florida Department of State - Division of Corporations

ACTION BY UNANIMOUS WRITTEN CONSENT
AS AND FOR A SPECIAL MEETING
OF THE ORGANIZER
OF
DISPENSARY MANAGEMENT, LLC

January 3, 2017

The undersigned, constituting the Organizer of DISPENSARY MANAGEMENT, LLC, a Florida limited liability company (the "Company"), hereby makes the following determinations, and accordingly, takes the following actions by unanimous written consent:

WHEREAS, the undersigned Organizer is the authorized representative of the company for the sole purpose of company formation and the initial business tax receipt filings with the City of Key West, Florida for medical marijuana dispensaries;

WHEREAS, the Company has or is filing the said applications on even date of this Consent; and,

WHEREAS, the Organizer desires to appoint the Manager of the Company to execute all documents related to the above referenced purposes, etc.,

THEREFORE, BE IT RESOLVED, that JOSEPH COHEN is hereby appointed as Manager of the Company

RESOLVED FURTHER, that all prior acts by the Organizer and/or the Company in furtherance of this action, are hereby approved and ratified.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first written above.

ORGANIZER


WAYNE LARUE SMITH

UNANIMOUS CONSENT
DISPENSARY MANAGEMENT, LLC

JOSEPH COHEN
45 NORTHWEST 21ST STREET
MIAMI, FL 33127

VIA HAND DELIVERY

January 3, 2017

Carolyn Walker
Chief Licensing Official
City of Key West
P.O. Box 1409
Key West, FL 33040

Re: **Dispensary Management, LLC**
 Application Filing-Business Tax Receipt/Occupational Licenses
 300 Front Street, Key West, FL-230 East 7th Street Associates
 326 Duval Street, Key West, FL-Colonial Suites, Inc.
 901 Duval Street, Key West, FL-901 Duval Street, Inc.
 513 Duval Street, Key West, FL-230 East 7th Street Associates
 423 Duval Street, Key West, FL-423 Duval Street, LLC

Ms. Walker:

I am an authorized Partner, Director or otherwise authorized corporate principal owner of all five (5) of the above-referenced properties. Please be advised that Dispensary management, LLC is a lawful commercial tenant in each of the above addresses pursuant to lawful commercial lease agreements. In light of the foregoing, please accept this on behalf of each of the five (5) Landlords as Dispensary Management, LLC's specific authorization to do the following:

- *Complete and file an application for City of Key West Retail or any other Business Tax Receipts and/or Occupational License(s);*
- *Open or transfer any City utility services*

Should you require anything further, please contact me at your convenience.

Sincerely,



Joseph Cohen

c: Wayne Larue Smith, Esq.

Wayne Smith

From: Lara, Margret <MLara5@wm.com>
Sent: Tuesday, January 03, 2017 2:24 PM
To: Wayne Smith
Cc: Jodell Roberts
Subject: FW: Joseph Cohen Accounts

Importance: High

See below

Thank You,

Margret Lara
Franchise Territory Manager
MLara5@wm.com

Waste Management
125 Toppino Industrial Dr
Key West, Fl. 33040
Tel 305-434-9136
Cell 305-797-3312

From: Lara, Margret
Sent: Tuesday, January 3, 2017 11:50 AM
To: wayne@thesmithlawfirm.com
Subject: Joseph Cohen Accounts
Importance: High

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326-330 Duval St – Account # 990-21743	VAPOR WORLD	329 DUVAL ST
901 Duval St – Account # 990-20384	PARADISE FOUND	901 DUVAL ST

The below 2 locations have active garbage accounts not belonging to Mr. Cohen they belong to the active business located at the locations.

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Thank You,

Margret Lara
Franchise Territory Manager
MLara5@wm.com

Waste Management

125 Toppino Industrial Dr
Key West, Fl. 33040
Tel 305-434-9136
Cell 305-797-3312



Recycling is a good thing. Please recycle any printed emails.

THE SMITH LAW FIRM A PROFESSIONAL ASSOCIATION

1315

DATE : January 03, 17
CHE # : 1315
AMOUNT : \$203.00
ACCOUNT : 4
PAID TO : City of Key West
P.O. Box 1409
Key West, Florida 33041

EXPLANATION : BTR Application Fee

SECURITY FEATURES INCLUDE TRUE WATERMARK PAPER, HEAT SENSITIVE ICON AND FOIL HOLOGRAM		1315	
THE SMITH LAW FIRM A PROFESSIONAL ASSOCIATION 509 WHITEHEAD STREET KEY WEST, FL 33040-6526 305-296-0029		BB&T BRANCH BANKING AND TRUST COMPANY 1-800-BANK BBT BBT.com 63-9138/2631	
		DATE Jan 03, 2017	
		AMOUNT	
*** Two Hundred Three *****		00/100	\$ \$203.00
PAY TO THE ORDER OF:	City of Key West P.O. Box 1409 Key West, Florida 33041		
Notes:	 AUTHORIZED SIGNATURE 		
⑈001315⑈ ⑆263191387⑆0000244866522⑈			



THE CITY OF KEY WEST

Building Department

P.O. Box 1409, Key West, FL 33041

August 9, 2017

Dispensary Management, LLC
C/o Wayne LaRue Smith
509 Whitehead Street
Key West, Florida 33040

RE: Request for business tax receipts for the retail sale of medical marijuana

Dear Mr. Smith

As you are aware, the City has not issued business tax receipts for medical marijuana sales for Dispensary Management, LLC at five locations in the city of Key West requested on January 3, 2017. The Constitutional Amendment regarding production, possession and use of medical marijuana charged the Department of Health with regulating medical marijuana in the State. Florida Statutes 381.986 and 385.212, as well as Florida Administrative Code Chapter 64-4 provide some regulatory framework for licensure.

In reviewing the applications submitted, we could not find any evidence that the Department of Health has authorized, registered, certified or licenses Dispensary Management, LLC to dispense medical marijuana.

Florida Statute 205.194 entitled "Prohibition of local business tax receipt without exhibition of state license or registration" reads in pertinent part:

- (1) Any person applying for or renewing a local business tax receipt to practice any profession or engage in or manage any business or occupation regulated by the Department of Business and Professional Regulation, the Florida Supreme Court, or any other state regulatory agency, including any board or commission thereof, must exhibit an active state certificate, registration, or license, or proof of copy of the same, before such local receipt may be issued. Online renewals may provide for electronic certification by an applicant to meet this requirement.

As such I do not believe the City can issue the business tax receipts. The language of the statute clearly specifies that before a local receipt is issued, the applicant must provide proof of an active state certificate, registration, or license. Given that Dispensary Management, LLC has not provided such proof, the City will not be issuing the business tax receipts. Enclosed you will find your checks that were submitted with the applications.

Sincerely,

A handwritten signature in black ink, appearing to read "Ron Wampler", is written over a horizontal line.

Ron Wampler
Chief Building Official