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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Kentucky-Fortner, LLC**

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ARTICLES OF ORGANIZATION  
OF  
KENTUCKY-FORTNER, LLC

The undersigned subscriber to the Articles of Organization, a natural person competent to contract, hereby forms a limited liability company under the provisions of Chapter 608 of the laws of the State of Florida.

ARTICLE I

The name of the limited liability company is: KENTUCKY-FORTNER, LLC

ARTICLE II

This limited liability company shall have perpetual duration.

ARTICLE III

The initial address of the place of business in the State of Florida of this limited liability company is 3123 South Ponte Vedra Boulevard, Ponte Vedra Beach, Florida 32082 and the initial mailing address is 3123 South Ponte Vedra Boulevard, Ponte Vedra Beach, Florida 32082.

ARTICLE IV

The registered office shall be One Independent Drive, Suite 2301, Jacksonville, Florida 32202, and the registered agent at that same address is Kathleen Holbrook Cold.

ARTICLE V

The initial member of the limited liability company is Caroline S. Fortner, Trustee of the Trust under Article VI of the Will of George W. Fortner. The member may admit additional members on such terms and at such times as may be agreeable to the existing members and the additional members to be admitted.

ARTICLE VI

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the liability company, the business of the limited liability company may be continued if all of the remaining members unanimously consent to such continuance of business.

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ARTICLE VII

This limited liability company is to be managed by a manager or managers and the names and addresses of the initial managers who are to serve as managers until the first annual meeting of members or until their successor or successors are elected and qualified:

| <u>Name</u>         | <u>Address</u>  |
|---------------------|---|
| Caroline S. Fortner | 3123 South Ponte Vedra Boulevard<br>Ponte Vedra Beach, FL 32082 |

ARTICLE VIII

The date of the existence of the limited liability shall be the date of the filing of the Articles of Organization by the Department of State of the State of Florida.

ARTICLE IX

The Articles of Organization of this limited liability company maybe amended in any manner permitted by Chapter 608, Florida Statutes.

ARTICLE X

Management of the limited liability company shall be vested in a manager or managers who shall be elected annually by the members in the manner prescribed by and provided in the regulations of the limited liability company. The manager or managers may or may not be members. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement of the limited liability company. All rights of members of this limited liability company shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

ARTICLE XI

The power to adopt, alter, amend, or repeal the regulations of this limited liability company shall be vested in the manager or managers of the company. Regulations adopted by the manager or managers maybe repealed or altered; new regulations may be adopted by the members; and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not in consistent with law or the Articles of Organization.

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ARTICLE XII

No debt shall be contracted nor liability incurred by or on behalf of this limited liability company except by one or more of its managers.

ARTICLE XIII

The interest of a member in the limited liability company may be transferred or assigned as provided in the operating agreement; however, if all of the other members of this limited liability company other than the member proposing to dispose of his or its interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of this limited liability company or to become a member. Such transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

Caroline S. Fortner  
CAROLINE S. FORTNER, Manager

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

Kathleen Holbrook Cold  
KATHLEEN HOLBROOK COLD

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