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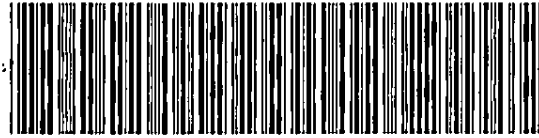
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**DATE: 2/6/19**

**NAME: 320 CALUSA, LLC**

**TYPE OF FILING: ARTICLES**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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**ARTICLES OF ORGANIZATION**  
**OF**  
**320 CALUSA, LLC**  
(a Florida limited liability company)

**I.**  
**NAME**

The name of this limited liability company is "**320 Calusa, LLC**" (the "**Company**"). The Company is organized under Florida Revised Limited Liability Company Act, § 605.0101, *et seq.*, Florida Statutes (the "**Act**")

**II.**  
**ADDRESS**

The principal office and mailing address of the Company is:


200 CALUSA BOULEVARD  
DESTIN, FLORIDA 32541

**III.**  
**REGISTERED AGENT**

The name and the Florida street address of the registered agent are:

MARY DAVIS  
200 S. ORANGE AVENUE, SUITE 800  
ORLANDO, FLORIDA 32801

*Having been named as registered agent and to accept service of process for the Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in the Act.*

  
\_\_\_\_\_  
Mary Davis

**IV.**  
**MANAGEMENT**

The Company shall be a manager-managed company, and the management of the business and affairs of the Company shall be vested in one or more managers, with each manager entitled to one vote, selected in accordance with such written operating agreement among the members of the Company and pursuant to the Act. Notwithstanding the foregoing, the members shall be required to

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approve the following actions: (1) the dissolution of the Company; (2) the merger of the Company; (3) the sale, exchange or transfer of substantially all of the assets of the Company; (4) the admission of new members; and (5) an amendment to these Articles of Organization. Except as otherwise expressly provided in a written operating agreement among the members, in these and any other matters under the Act requiring approval of the members, a majority of the membership interests of the Company held by members entitled to vote on or consent to the issue in question shall be required to approve any action requiring member approval. The name, address and title of the person authorized to manage and control the Company are:

WILLIAM T. MARLOW - MANAGER  
3161 HOWELL MILL ROAD NW, SUITE 400  
ATLANTA, GEORGIA 30327

### **III. ACTION BY CONSENT**

All actions which may be taken at a meeting of the members or managers may be taken without a meeting if the action is taken without a meeting by members or managers, as the case may be, representing the voting power to cast not less than the minimum number of votes necessary to authorize such action if taken at a meeting at which all members or managers, as the case may be, entitled to vote were present and voted.

### **IV. INDEMNIFICATION**

Each person who is a member or manager, or who may be appointed to serve as an officer of the Company, shall be indemnified by the Company against those claims, fines, judgments and expenses (including attorneys' fees) actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitral, administrative or investigative, whether formal or informal, in which such person may be involved by reason of being or having been a member, manager or officer of this Company. Such indemnification shall be made only in accordance with the laws of the State of Florida, including the Act, subject to the limitations and conditions prescribed under Section 605.0408(2) of the Act. Further, as a condition to any such right of indemnification, the Company may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Company and at the expense of the Company.

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NOTARY PUBLIC  
JANET WASSERMAN, FLORIDA  
JWP

IN WITNESS WHEREOF, the undersigned authorized representative of the Company has executed these Articles of Organization, this 14 day of February, 2019.

AUTHORIZED REPRESENTATIVE:

  
\_\_\_\_\_  
Chester J. Hosch, Esq.

Burr Forman LLP  
171 Seventeenth Street, NW  
Suite 1100  
Atlanta, Fulton County, Georgia 30363  
(404) 685-4279

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