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Date: 01/17/2017

Name: Marisa Kugelman

Reference #: B084236

ENTITY NAME: GRACIOUS AGE, L.L.C.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

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Website: www.nationalcorp.com

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
GRACIOUS AGE, L.L.C.**

a Limited Liability Company organized under the laws of the State of Florida

The Undersigned, acting as organizer for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Fla. Stat. Chapter 605, hereby make, acknowledge, and file the following Articles of Organization;

**ARTICLE I.
NAME**

The name of the limited liability company shall be GRACIOUS AGE, L.L.C., a Florida limited liability company (the "Company").

**ARTICLE II.
ADDRESS**

- (a) The place of business of the Company shall be:
1401 S. Magnolia Avenue, Sanford, FL. 32771
- (b) The mailing address of the Company shall be:
1401 S. Magnolia Avenue, Sanford, FL. 32771

**ARTICLE III.
DURATION**

The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in the Limited Liability Company Operating Agreement on file at the principal office of the Company (the "Operating Agreement").

**ARTICLE IV.
PURPOSE**

The Company is organized for any legal and lawful purpose pursuant to the Florida Revised Limited Liability Company Act, except for the purpose of banking or insurance.

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**ARTICLE V.
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is:

JOCELYN CARLOS
1401 MAGNOLIA AVENUE
SANFORD, FL. 32771

**ARTICLE VI.
OPERATING AGREEMENT**

The Operating Agreement of the Company will be executed by each member of the Company and will set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

**ARTICLE VII.
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in and described in the Operating Agreement.

**ARTICLE VIII.
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the consent of the members as set forth in the Operating Agreement.

**ARTICLE IX.
ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement. A member may only transfer his or her interest in the Company as set forth in the Regulations and Operating Agreement of the Company.

**ARTICLE X.
MANAGEMENT**

The Company shall be a Manager Managed Company by Two (2) Manager(s) in accordance with the Articles of Organization, the Operating Agreement, the Regulations adopted by the members for the management of the business and the ordinary and customary affairs of the Company. The Regulations and the Operating

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Agreement, if any, shall determine the manner in which such the Managers are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The name and address of the initial Manager(s) of the Company are:

CARVIZ CARLOS

1401 MAGNOLIA AVENUE
SANFORD, FL. 32771

JOCELYN CARLOS

1401 S. MAGNOLIA AVENUE
SANFORD, FL. 32771

ARTICLE XI. LIMITATION ON AGENCY AUTHORITY OF MEMBER

Pursuant to section 605.04074(a) of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

Pursuant to section 605.04074(a) of the Florida Revised Limited Liability Company Act, each manager is an agent of the Company, and an act of a manager binds the company unless the manager has no authority to act for the company in the matter, and the person with whom the member deals with knows or noticed that the member lacks authority. However, actions not apparently taken for carrying on in the ordinary course of the company's activities and affairs, are binding on the company only if the act is authorized by appropriate vote of the members.

The Manager may sign and deliver an instrument transferring or affecting the LLC's interest in real property, unless a certified statement of authority is recorded in the real estate records limiting such authority.

ARTICLE XII. INDEMNIFICATION

This Company shall indemnify a member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the Company against any liability incurred in the proceeding if that person/entity:

- [a] Conducted himself/herself/itself in good faith;
- [b] Reasonably believed that his/her/its conduct was in or at least not opposed to the Company's best interests; and,

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[c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

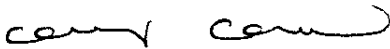
This Company shall pay for or reimburse the reasonable expenses of the individual pursuant to the Florida Revised Limited Liability Company Act.

ARTICLE XIII. TERMINATION OF EXISTENCE

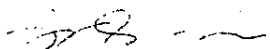
The Company shall be dissolved in accordance with the Operating Agreement.

(In accordance with section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true).

IN WITNESS WHEREOF, the undersigned organizer(s) have hereunto, by setting their hand and seal, executed these Articles of Organization on this 16th day of December, 2016.



CARVIZ CARLOS, as
Manager of
GRACIOUS AGE, L.L.C.

 12/16/16

JOCELYN CARLOS, as
Manager of
GRACIOUS AGE, L.L.C.

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