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OCT 02 2015

S. YOUNG

**RESIGNATION AND WITHDRAWAL FROM LIMITED LIABILITY  
COMPANY AND CONSENT**

This RESIGNATION AND WITHDRAWAL FROM LIMITED LIABILITY COMPANY AND CONSENT (this "Resignation") is made by Southcoast Partners Inc., a Florida corporation, 777 E. Atlantic Ave, Suite 100 Delray Beach Florida, 33483 ("Southcoast") effective as September 15, 2015.

**RECITALS:**

I. Southcoast Partners Inc and LB Jax Development, Inc., a Florida Limited Liability Corporation ("LB Jax"), caused to be formed Sarasota Main Street Realty, LLC, a Florida limited liability company (the "Company") which limited liability company is evidenced of record by those certain Articles filed with the Florida Secretary of State on March 18, 2004 under document number L04000023677.

II. LB Jax and Southcoast executed that certain Regulations of Sarasota Main Street Realty, LLC dated as of March 18, 2004 (the "Operating Agreement") governing the operations of the Company and the rights and obligations of the member and manager.

III. Southcoast has assigned the entirety of its interest in and to the Company to LB Jax. Southcoast desires to resign as Managing Member of the Company.

**NOW, THEREFORE,**

Southcoast and the Company, in consideration of the premises and the sum of ten dollars and other good and valuable consideration, receipt and legal sufficiency of which is acknowledged by each, agree as follows:

1. The foregoing recitals are true and correct and incorporated herein. Any capitalized terms not otherwise defined herein shall have the meanings assigned to them in the Operating Agreement.

2. Southcoast hereby resigns as Managing Member of the Company. Southcoast hereby withdraws from the Company and disclaims any interest in the Company.

3. The Company and all of its members consent to and approval of such resignation and withdrawal, as provided in Section 3.3 of the Operating Agreement.

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4. The Company is authorized to enter this resignation in the corporate records of the Company and to remove Southcoast's name from the Company's records as maintained by the Florida Department of State, and a limited power of attorney is granted by Southcoast to the Company for such purpose. This resignation is intended to be self-effectuating. Notwithstanding the foregoing, Southcoast agrees to execute such further documents as reasonably requested by the Company to evidence Southcoast's resignation and withdrawal. Third persons shall be entitled to rely upon a photocopy of this document as if it was an original.

Executed as of the date first above written.

Witnesses:

Roseann C. Etkin 9-11-15  
by [Signature] 9-11-15

**SOUTHCOAST PARTNERS INC.**  
a Florida corporation

By:

[Signature]  
William E. Morris, JR,  
President

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[Signature]  
John C. Parker

**LB JAX DEVELOPMENT, LLC,**  
a Florida limited liability company

By: Langton Associates, Inc.,  
a Florida corporation and  
Managing Member

By:

[Signature]  
Michael Langton,  
President