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**LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION**

Pursuant to Chapter 708 of the Florida Statutes, the undersigned does hereby submit these Articles of Organization for the purpose of forming a Limited Liability Company.

1. The name of the Limited Liability Company is: **PALLADIO TEXTILES OF FLORIDA, LLC**
2. The latest date on which the Limited Liability Company is to dissolve is: **perpetual**
3. The name and address of each organizer executing these Articles of Organization is as follows:

Daniel R. Dietrich, Manager
4037 Drifting Sand Trail
Destin, Florida 32541

4. The street address of the principal office of the Limited Liability Company is:

Number and Street: 4037 Drifting Sand Trail

City, State, Zip Code: Destin, Florida 32541

5. The mailing address **if different from the street address** of the initial registered office is:

same as street address listed in Section 4, above.

6. The name and address of the initial Registered Agent is:

Daniel R. Dietrich
4037 Drifting Sand Trail
Destin, Florida 32541

7. Check one of the following:

- ☐ (i) Member-managed LLC: all of the members by virtue of their status as members shall be managers of this Limited Liability Company.
- ☒ (ii) Manager-managed LLC: except as provided by the Florida Statutes, the members of this Limited Liability Company shall not be managers by virtue of their status as members.

8. The name and address of each Manager or Managing Member is as follows:

Daniel R. Dietrich, Manager
4037 Drifting Sand Trail
Destin, Florida 32541

Karen R. Dietrich, Manager
4037 Drifting Sand Trail
Destin, Florida 32541

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9. Any other provisions which the Limited Liability Company elects to include are attached.
See attached "EXHIBIT A".

10. These articles are to be effective upon filing.

This the 1 day of January, 2005.

Daniel R. Dietrich
Daniel R. Dietrich, Organizing Member

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named as registered agent and to accept service of process for the above stated limited liability 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 Chapter 608, of the Florida Statutes.

Daniel R. Dietrich
Daniel R. Dietrich, Registered Agent

Filing fees: \$125.00 for Articles and Designation of Registered Agent
\$30.00 for Certified Copy (Optional)
\$5.00 for Certificate of Status (Optional)

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EXHIBIT A

9a. **Limitation of Liability.** No Manager or Member of the Company shall be liable to the Company or its Members for monetary damages for an act or omission in such person's capacity as a Manager or Member, except as provided in the Florida Statutes for (i) acts or omissions which a Manager knew at the time of the acts or omissions were clearly in conflict with the interests of the Company, (ii) any transaction from which a Manager derived an improper personal benefit, or (III) acts or omissions occurring prior to the date this provision becomes effective. If Chapter 608 of the Florida Statutes is amended to authorize action further eliminating or limiting the liability of a Manager or Member of the Company, liability shall be eliminated or limited to the fullest extent permitted by Chapter 608 of the Florida Statutes as so amended. Any repeal or modification of this section shall not adversely affect the right for protection of a Manager or Member existing at the time of such repeal or modification.

9b. **Indemnification.** The Company shall indemnify the Managers and Members to the fullest extent permitted or required by Chapter 608 of the Florida Statutes, as amended from time to time, and the Company may advance expenses incurred by the Manager or Member upon the approval of the Managers and the receipt by the Company of an undertaking by such Manager or Member to reimburse the Company unless it shall ultimately be determined that such Manager or Member is entitled to be indemnified by the Company against such expenses. The Company may also indemnify its employees and other representatives or agents up to the fullest extent permitted under Chapter 608 of the Florida Statutes or other applicable law, provided that the indemnification in each situation is first approved by Members owning a Majority in Interest.

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