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LIMITED LIABILITY COMPANY

Silverado Licensing Group, LLC

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**ARTICLES OF ORGANIZATION**  
**OF**  
**SILVERADO LICENSING GROUP, LLC**

The undersigned, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization (the "Articles") for such limited liability company:

**ARTICLE I**

**NAME**

The name of the limited liability company (which is hereinafter referred to as the "Company") shall be Silverado Licensing Group, LLC.

**ARTICLE II**

**INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address and zip code of the initial registered office of the Company and the county in which the initial registered office is located is 1200 South Pine Island Road, Plantation, Broward County, Florida 33324. The name of the Company's initial registered agent at its initial registered office is CT Corporation System.

**ARTICLE III**

**ORGANIZER**

The name and address of the organizer is Geoffrey G. Young, 736 Market Street, Suite 1100, Chattanooga, Tennessee 37402.

**ARTICLE IV**

**MANAGER-MANAGED**

The Company will be Manager-managed. The Member or Members will elect a Board of Governors consisting of one or more members as provided in the Operating Agreement of the Company (the "Operating Agreement"). The Board of Governors shall elect a Chief Manager and a Secretary and may elect additional managers or officers as provided in the Operating Agreement.

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EDWARD J. WILSON  
MEMPHIS, TENN

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**ARTICLE V**

**NUMBER OF MEMBERS**

At the date of the filing of these Articles, there is one (1) member of the Company.

**ARTICLE VI**

**BEGINNING DATE OF EXISTENCE**

The existence of the Company shall begin upon the filing of these Articles with the Secretary of State.

**ARTICLE VII**

**PRINCIPAL EXECUTIVE OFFICE; MAILING ADDRESS**

The mailing address and street address and zip code of the principal executive office of the Company and the county in which the office is located is: 3501-B North Ponce-de-Leon Boulevard, P.O.Box 303, St. Augustine, St. John's County, Florida 32084.

**ARTICLE VIII**

**EXPULSION OF MEMBERS**

The Company shall not have the power to expel a member.

**ARTICLE IX**

**PREEMPTIVE RIGHTS**

No member of the Company or party to a contribution agreement or contribution allowance agreement shall have preemptive rights.

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SECRETARY  
TALLAHASSEE FLORIDA

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ARTICLE X

CHIEF MANAGER

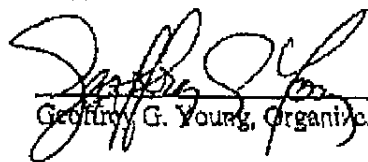
The Chief Manager of the Company shall serve at the pleasure of the Board of Governors and shall have the powers, rights, duties, authority, responsibilities and terms in office as prescribed by the Act, as the same exists or may hereafter be amended, and shall be subject to the limitations therein, except to the extent expressly otherwise provided in the Operating Agreement or by the Board of Governors pursuant to an authorization granted by the Operating Agreement.

ARTICLE XI

LIABILITY OF GOVERNORS

No governor of the Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty as a governor, except for liability (i) for any breach of the governor's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for acts specified in §608.4228 of the Act, or (iv) for any act or omission occurring before the date when this Article becomes effective. If the Act is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of the Company, in addition to the limitation on personal liability provided in these Articles, shall be limited to the fullest extent permitted by the amended Act. Any amendment or repeal of this Article shall not adversely affect any right or protection existing hereunder immediately prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned person, acting as the organizer, being duly authorized, executes these Articles this 8th day of March, 2005, for the purpose of forming a limited liability company in accordance with the Act.

  
\_\_\_\_\_  
Geoffrey G. Young, Organizer

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STATE OF CONNECTICUT  
SACRAMENTO, CALIFORNIA

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