

7/18/2016

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

40 Audusson, LLC

Certificate of Status	1
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Estimated Charge	\$92.50

\$110.00

LLC merger

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July 15, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

40 AUDUSSON, LLC
10131 NORIEGA DR
PENSACOLA, FL 32514-8149US

SUBJECT: 40 AUDUSSON, LLC
REF: L06000083771

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

SECTION #4 OF THE ARTICLES OF MERGER STATES THAT AN EXHIBIT "A" IS ATTACHED. PLEASE RESUBMIT YOUR ARTICLE OF MERGER ALONG WITH THE EXHIBIT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

FAX Aud. #: H16000170000
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**ARTICLES OF MERGER
FOR MAHOGANY MILL, LLC,
40 AUDUSSON, LLC, & T & S PROPERTIES, L.L.C.**

The following Articles of Merger is submitted to merge the following Florida limited liability companies in accordance with Fla. Stat. §605.1025.

1. The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Mahogany Mill, LLC	Florida	Limited Liability Company
40 Audusson, LLC	Florida	Limited Liability Company
T & S Properties, L.L.C.	Florida	Limited Liability Company

2. The surviving party is 40 Audusson, LLC, a Florida limited liability company.
3. The merger was approved by each domestic merging party listed in paragraph 1 above, in accordance with Fla. Stat. §605.1021-§605.1026, and by each member of said merging parties, who as a result of the merger will have interest holder liability under Fla. Stat. §605.1023(1)(b).
4. 40 Audusson, LLC, a Florida limited liability company, exists before the merger and is a domestic filing entity. In conjunction with these Articles of Merger, the members of 40 Audusson, LLC, a Florida limited liability company, have filed Amended and Restated Articles of Organization, a copy of which is attached hereto as Exhibit "A."
5. 40 Audusson, LLC, a Florida limited liability company, agrees to pay any members with appraisal rights the amount, to which members are entitled under Fla. Stat. §605.1006 and Fla. Stat. §605.1061-§605.1072.
6. This merger shall be effective upon the filing of these Articles of Merger with the Florida Department of State.

MAHOGANY MILL, LLC,
a Florida limited liability company

By: Shirley Faye Bryan
Shirley Faye Bryan, Manager

T & S PROPERTIES, L.L.C.,
a Florida limited liability company

By: Shirley Faye Bryan
Shirley Faye Bryan, Manager

40 AUDUSSON, LLC,
a Florida limited liability company

By: Shirley Faye Bryan
Shirley Faye Bryan, Manager

FILED
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 TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF 40 AUDUSSON, LLC**

Whereas, effective as of July 14, 2016, T & S Properties, L.L.C., a Florida limited liability company, Mahogany Mill, LLC, a Florida limited liability company, and 40 Audusson, LLC, a Florida limited liability company, executed Articles of Merger, with 40 Audusson, LLC as the surviving entity;

WHEREAS, the Members of the surviving entity, 40 Audusson, LLC (the "Company"), desire to amend and restate the Company's Articles of Organization, to clarify the terms and conditions governing the management and operation of the Company following the merger;

NOW THEREFORE, the undersigned, being authorized to execute and file these Amended and Restated Articles of Organization, hereby certify that:

ARTICLE I - Name:

The name of the Company is "40 Audusson, LLC".

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 40 Audusson Avenue, Pensacola, FL 32507.

ARTICLE III - Duration:

The period of duration for the Company is perpetual.

ARTICLE IV - Management:

The Company is to be a manager-managed company and is to be managed by one or more managers. The name and address of the Managers of the Company are:

Shirley Faye Bryan 1031 Noriega Drive
Pensacola, FL 32514

Joseph R. McNair 316 S Baylen Street, #300
Pensacola, FL 32502

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members is subject to the terms and conditions of the Company's Operating Agreement, as agreed to by the members.

ARTICLE VI - Limitation on Agency Authority of Members:

No member of the Company shall be an agent of the Company solely by reason of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the limited liability company solely by virtue of being a member.

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EXHIBIT

H160001722053

ARTICLE VII - Registered Agent and Office:

The name and street address of the initial registered agent of the Company in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Amended and Restated Articles of Organization, is Shirley Faye Bryan, whose address is 1031 Noriega Drive, Pensacola, FL 32502.

ARTICLE VIII - AUTHORIZATION

The execution and filing of these Amended and Restated Articles of Organization have been duly authorized by all members and managers, as evidenced by both Managers of the Company, as set forth below.

IN WITNESS WHEREOF, I have signed these Amended and Restated Articles of Organization of 40 Audusson, LLC and acknowledged them to be effective as of the date of filing with the Florida Department of State.

By: Shirley Faye Bryan
Shirley Faye Bryan, Manager

By: Joseph R. McNair
Joseph R. McNair, Manager

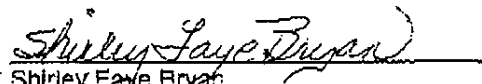
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CERTIFICATE OF DESIGNATION AND
CONSENT TO APPOINTMENT AS REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for 40 Audusson, LLC, at the place designated herein, and being familiar with the obligations of such position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this _____ day of July, 2016.


Shirley Faye Bryan

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