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## MERGER OR SHARE EXCHANGE

40 Audusson, LLC

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**ARTICLES OF MERGER  
FOR 40 AUDUSSON, LLC & AUDUSSON MARINA, LLC**

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
40 Audusson, LLC	Florida	Limited Liability Company
Audusson Marina, LLC	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.

**40 AUDUSSON, LLC,**  
a Florida limited liability company

By: Shirley Faye Bryan  
Shirley Faye Bryan, Manager

**AUDUSSON MARINA, LLC,**  
a Florida limited liability company

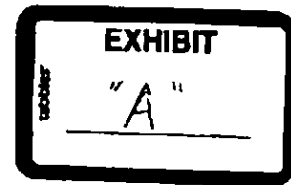
By: Shirley Faye Bryan  
Shirley Faye Bryan, Manager

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TALLAHASSEE, FL

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

Whereas, 40 Audusson, LLC, a Florida limited liability company, and Audusson Marina, LLC, a Florida limited liability company, have executed Articles of Merger of even date, 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 sole Manager of the Company is:

Shirley Faye Bryan      1031 Noriega Drive  
Pensacola, FL 32514

**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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**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

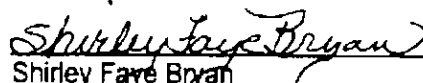
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**CERTIFICATE OF DESIGNATION AND  
CONSENT TO APPOINTMENT AS REGISTERED AGENT**

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 14<sup>th</sup> day of December, 2021.

  
Shirley Faye Bryan

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