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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Fana and Kempner Investments II, LLC

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EXAMINER
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H08000169816 3

**ARTICLES OF ORGANIZATION
OF
FANA AND KEMPNER INVESTMENTS II, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do(es) hereby provide and set forth the following:

Articles

1. **Name.** The name of the limited liability company is FANA AND KEMPNER INVESTMENTS II, LLC (hereinafter referred to as the "Company").

2. **Commencement and Duration.** The Company shall commence on the date of execution of these Articles of Organization by the undersigned. Unless earlier terminated under the Act or pursuant to the Operating Agreement, the period of duration of the Company shall be perpetual.

3. **Purpose.** The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. **Mailing Address and Principal Office.** The initial mailing address for the Company is 2773 Via Cipriani, No.: 1314-B, Clearwater, FL 33764, and the street address of the principal office of the Company is 2773 Via Cipriani, No.: 1314-B, Clearwater, FL 33764. These addresses may be changed from time to time as provided in the Operating Agreement.

5. **Registered Agent.** The initial registered agent in Florida for the Company is Miguel A. Fana, and the initial registered office is located at 2773 Via Cipriani, No.: 1314-B, Clearwater, FL 33764.

6. **Capital Contributions.** Contributions to the capital of the Company shall be made by the Members to the extent and in the manner prescribed by the written Operating Agreement made and entered into by the Members, which Operating Agreement may be amended from time to time in accordance with its terms.

7. **Members.** The Company may have one (1) or more Members, but shall always have at least one (1) Member. The Company may admit additional Members as provided in these Articles of Organization and the Operating Agreement adopted by the Members. All Members shall be subject to the terms and provisions of these Articles of Organization and the Operating Agreement adopted by this Company. The names and addresses of the initial Members of the Company are:

Miguel A. Fana and Arlene Fana, as tenants by the entireties,
2773 Via Cipriani, No.: 1314-B, Clearwater, FL 33764

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8. **Voting of Members.** The decision of a majority-in-interest of the Members of the Company shall be controlling, and shall be the act and decision of the Members. The majority-in-interest of the Members may also act via the written consent, without a meeting, of a majority-in-interest of the Members in accordance with the Act or the Operating Agreement. The "majority-in-interest of the Members" shall, unless otherwise provided in these Articles of Organization, mean the Members, who have the right to participate in the management of the Company, owning more than fifty percent (50%) of the then-current percentage interest in the profits of the Company.

9. **Admission of New Members.** Except as otherwise set forth in the Operating Agreement, no additional Members shall be admitted to the company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members.

10. **Management by Manager(s).** This shall be a manager-managed Company, and the management and control of the business and affairs of the Company shall be vested in one or more Manager(s) in accordance with these Articles of Organization, F.S. Section 608.422 of the Act, and the Operating Agreement adopted by this Company.

11. **Manager(s).** The Manager(s) shall be designated, appointed, elected, removed, or replaced in accordance with the terms of the Operating Agreement and Florida law. A Manager must be a natural person who is eighteen (18) years of age or older, must be a resident of Florida, but need not be a Member of this Company.

The number of Manager(s) constituting the initial management of this Company shall be two (2). The number of Managers shall be fixed by the Operating Agreement of this Company and may be changed from time to time, but shall never be less than one (1). The name and address of each person who is to serve as an initial Manager of this Company is/are as follows:

NAME:**ADDRESS:**

Miguel A. Fana
Arlene Fana

2773 Via Cipriani, No.: 1314-B, Clearwater, FL 33764
2773 Via Cipriani, No.: 1314-B, Clearwater, FL 33764

The initial Manager(s) shall serve until the earlier of the election and qualification of their successor(s), or their removal, death or resignation.

The Operating Agreement for the Company may contain any provision(s) allowed by the Act or law, including without limitation any provisions for the operation, regulation, management and conduct of the business and affairs of the Company which are not deemed invalid and/or prohibited by law, and which are not in conflict with these Articles of Organization. In the event of any conflict between the terms and provisions of the Act and these Articles of Organization, these Articles of Organization shall govern and control except to the extent such term or provision is prohibited, or deemed invalid, by the Act.

Nothing herein shall be construed to prohibit or restrict the delegation of a Member's power and/or authority to manage and/or control the business and/or affairs of Company,

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as provided in Section 608.4236, Florida Statutes, to one or more other persons as officers, directors, agents or a board of managers as provided in the Operating Agreement or in any separate writing, such as a management agreement.

12. **Manager Voting and Quorum.** Unless otherwise required by Florida law, A majority of the Manager(s) shall constitute a quorum of the Manager(s) for the transaction of business. The affirmative vote of a majority of the Manager(s) present at a meeting at which a quorum is present is required to constitute any act or decision of the Manager(s).

13. **Amendments to These Articles of Organization.** These Articles of Organization may only be amended or modified with the vote, or written consent without a meeting, of all of the Members.

14. **Continuity of Business.** On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining Members of the Company.

15. **Indemnification.** Except as may be otherwise expressly provided in the Operating Agreement, the Company shall indemnify any Member, manager, or former Member or manager to the full extent permitted under the Act.

Executed at Clearwater, Florida, on this 3rd day of July, 2008.

By: 
MIGUEL A. FANA, Member

By: 
ARLENE FANA

REGISTERED AGENT ACCEPTANCE

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, Florida Statutes.


MIGUEL A. FANA - REGISTERED AGENT

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