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C. GOLDEN

AUG 15 2019

**RESTATEMENT OF ARTICLES OF ORGANIZATION  
FOR  
M&S INVESTMENT HOLDINGS, LLC**

FILED  
2019 AUG -9 AM 8:44

1. The present name of the Company is M&S INVESTMENT HOLDINGS, LLC.
2. The date of filing of the Articles of Organization was October 13, 2008.
3. The effective date of the restatement is upon filing.
4. The Document Number for the Company is L08000096615.
5. The Articles of Organization are restated to read as follows:

**ARTICLE I - NAME**

The name of the Limited Liability Company is M&S INVESTMENT HOLDINGS, LLC.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is c/o Sarah K. Wood, 6504 Somerset Circle, Boca Raton, FL 33496.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MEMBER UNITS**

The Limited Liability Company is authorized to issue 1,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

**ARTICLE V - MANAGEMENT**

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity

as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

5.2 The board of managers of the Limited Liability Company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Operating Agreement of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The names and addresses of the initial managers of the Limited Liability Company is:

Mark H. Rubenstein  
6504 Somerset Circle  
Boca Raton, FL 33496

Sarah K. Wood  
6504 Somerset Circle  
Boca Raton, FL 33496

#### **ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning one hundred percent (100%) of the outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning one hundred percent (100%) of the outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning one hundred percent (100%) of the issued and outstanding Member Units of the Limited Liability Company.

#### **ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS**

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of one member.

#### **ARTICLE VIII - WITHDRAWAL; RETURN OF CAPITAL**

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice, and (ii) with the consent of one hundred percent (100%) of the members in interest. Likewise, there shall be no return of all or a portion of the contributed capital without the consent of one hundred Percent (100%) of the Members in interest.

## **ARTICLE IX - DISTRIBUTION**

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and one hundred percent (100%) of the members in interest may consent to a distribution. All distributions shall be in the form of insurance company annuity contracts with the respective member as the annuitant, unless the Board of Managers and one hundred percent (100%) of the members in interest consent otherwise.

## **ARTICLE X - OFFICERS**

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Operating Agreement of the Limited Liability Company.

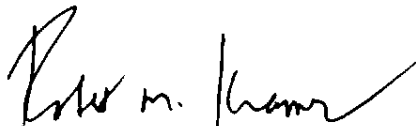
## **ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION**

One hundred percent (100%) of the members in interest may consent to an amendment to the Articles of Organization.

## **ARTICLE XII - INDEMNIFICATION**

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 6<sup>th</sup> day of August, 2019.



ROBERT M. KRAMER, Authorized representative  
of the members of the Limited Liability Company