

0:45 Lori
L08000699999 (FAX)
Division of Corporations
TUESDAY, DECEMBER 2, 2003

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000117717 3)))



H150001177173ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : UPCHURCH, BAILEY & UPCHURCH, P.A.
Account Number : 075350000207
Phone : (904)829-9066
Fax Number : (904)825-4862

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: dwallis@ubulaw.com

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
MORGAN HOPE USA LLC**

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$30.00

RECEIVED

15 MAY 14 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

H150001177173

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MORGAN HOPE USA, LLC**

These Amended and Restated Articles of Organization are duly executed and are being filed in accordance with Sections 605.0202 and 605.0201, Florida Statutes.

RECITALS

In accordance with Sections 608.407 and 608.411 of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, the original Articles of Organization of MORGAN HOPE USA, LLC (the "Company") were submitted to, and filed with, the Florida Department of State on October 20, 2008.

The following Amended and Restated Articles of Organization are being submitted to, and filed with, the Florida Department of State in accordance with Section 605.0202(4) of the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "Revised Act"):

ARTICLE I - NAME

In accordance with Sections 605.0202(2)(a) and 605.0202(3)(a) of the Revised Act, the name of the limited liability company is and always has been **MORGAN HOPE USA, LLC**.

ARTICLE II - ADDRESS

In accordance with Section 605.0201(2)(b) of the Revised Act, the street address and mailing address of the principal office of the limited liability company is 280 Hastings Road, St. Augustine, Florida 32084.

ARTICLE III – REGISTERED OFFICE AND AGENT

In accordance with Section 605.0201(2)(c) of the Revised Act, the name and Florida street address of the registered agent is:

Donald W. Wallis, Esq.
780 North Ponce de Leon Blvd.
St. Augustine, Florida 32084

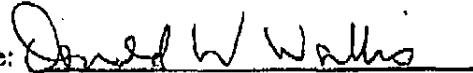
In accordance with Sections 605.0113(2) and 605.0201(2)(c) of the Revised Act, the above named registered agent submits the following written acceptance:

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

H150001177173

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.

Dated: May 14, 2015

Registered Agent Signature: 

ARTICLE IV – MANAGEMENT OF THE COMPANY

In accordance with Sections 605.0407(1)(a)(2) and 605.0201(3)(a) of the Revised Act, the Company is to be managed by one or more managers and is, therefore, a manager-managed company. Only the managers shall have authority to manage the limited liability company and make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the limited liability company to conduct or further the limited liability company's business. Therefore, except as authorized by the managers, no member shall be an agent of the limited liability company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the limited liability company.

ARTICLE V – APPOINTMENT OF MANAGERS

In accordance with Sections 605.04072(1) and 605.0201(3)(b) of the Revised Act, the name and address of the sole manager are:

Gavin A. Snoek
280 Hastings Road
St. Augustine, Florida 32084

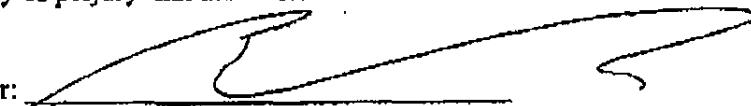
15 MAY 2015
14 MAY 2015
13 MAY 2015
12 MAY 2015
11 MAY 2015
10 MAY 2015
9 MAY 2015
8 MAY 2015
7 MAY 2015
6 MAY 2015
5 MAY 2015
4 MAY 2015
3 MAY 2015
2 MAY 2015
1 MAY 2015

ARTICLE VI – LIMITED LIABILITY

In accordance with Sections 605.0304 and 605.0201(3)(e) of the Revised Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, and in accordance with Sections 605.0202(4) and 605.0201(4) of the Revised Act, the undersigned has executed these Amended and Restated Articles of Organization this 14th day of May, 2015, and affirms that the Company has at least one member. In accordance with Section 605.0205(3) of the Revised Act, the undersigned affirms under penalty of perjury that the information stated herein is accurate.

Signature of member:


Gavin A. Snoek