

Division of Corporations

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L09000019372

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EVERGLADES OUTFITTERS, LLC

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EXAMINER

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**AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
EVERGLADES OUTFITTERS, LLC**

The undersigned, sole member of EVERGLADES OUTFITTERS, LLC a Florida limited liability company (the "Company") filed on February 26, 2009 under document number L09000019372 and pursuant to section 608.411 of the Florida Statutes, hereby adopts the following resolution by Written Consent:

WHEREAS, the sole member, believes that it is in the best interest of the Company that the Company amend the Articles of Organization to (i) revise the provisions regarding management of the Company to provide for management by managers other than members and (ii) adopt provisions clarifying that the Company shall indemnify the Manager and the members of the Company.

NOW, THEREFORE, BE IT RESOLVED, that in accordance with the provisions of Section 608.411, Florida Statutes, the Managing Member is authorized to submit an Amendment to the Articles of Organization to the Secretary of State which will state:

1. Pursuant to Section 608.411 of the Florida Statutes, Article IV is hereby amended to read in its entirety as follows:

Article IV
Management

This Company shall be manager-managed. The Manager(s) shall be appointed in accordance with the Company's Operating Agreement. The Manager, and its address, at the time of this Amendment is:

Universal Holdings Associates, LLC
1919 North Flagler Drive, Suite 300,
West Palm Beach, Florida 33401

2. Pursuant to Section 608.411 of the Florida Statutes, Article VI is hereby added to the Company's Articles of Organization to include an indemnification provision and is to read as follows:

Article VI
Indemnification

Pursuant to Section 608.4229 of the Act and the Operating Agreement of the Company, this Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed

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action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

3. Except as above amended hereby, the Articles of Organization of the Company, as filed with the Florida Department of State, shall remain in full force and effect.

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IN WITNESS WHEREOF, the undersigned, as sole member of the Company, has duly executed this Amendment to the Articles of Organization this 09 day of December, 2009.

Universal Holdings Associates, LLC, a Florida
limited liability company

By: 
MARK W. COOK, President and Manager

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