

7/16/2021

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FALCONE & ASSOCIATES, LLC
(A Florida Limited Liability
Company)**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopt the following Amended and Restated Articles of Organization:

**ARTICLE 1
NAME**

The name of the Limited Liability Company is FALCONE & ASSOCIATES, LLC (the "Company").

**ARTICLE 2
DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3
NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

**ARTICLE 4
ADDRESS**

The principal office address and mailing address of the Company are 1 Town Center Road, Suite 600 Boca Raton, Florida 33486.

**ARTICLE 5
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the registered office of the Company is 3001 PGA Boulevard, Suite 305, Palm Beach Gardens, Florida 33410, and the name of the registered agent of the Company at that address is Gary N. Gerson.

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ARTICLE 6 MEMBERSHIP CERTIFICATES

Each member's interest in the Company may be evidenced by a membership participation or unit certificate. No member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE 7 MANAGEMENT

The Company shall be manager managed in accordance with the Company's Operating Agreement, as same may be amended from time to time. The manager of the Company at the time of filing of these Amended and Restated Articles of Organization is Arthur J. Falcone.

ARTICLE 8 AMENDMENT

The company reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Organization, and any right conferred upon the members is subject to this reservation. Notwithstanding anything contained herein or in the Company's Operating Agreement, these Amended and Restated Articles of Organization may not be amended except upon the prior written consent of the members holding at least two-thirds of the membership interests in the Company.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization of Falcone & Associates, LLC as of the 27 day of June, 2021.

MANAGER:

ARTHUR J. FALCONE