

LD9000037263

Florida Department of State
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WILLOUGHBY HOLDINGS, LLC

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**AMENDED & RESTATED ARTICLES OF ORGANIZATION
OF
WILLOUGHBY HOLDINGS, LLC
(A Florida Limited Liability Company)**

The Articles of Organization for this Limited Liability Company ("Company") were filed on April 17, 2009, and assigned Florida document number L09000037263. These Amended & Restated Articles of Organization were adopted on September 2, 2011 by the members pursuant to §608.411, Florida Statutes. Each amendment set forth in these Amended & Restated Articles of Organization was approved by the members in a vote sufficient for approval of the amendment. These Amended & Restated Articles of Organization supercede the original Articles of Organization, as amended.

Article I. Name

The name of this Florida limited liability company, hereinafter referred to as "the Company," is Willoughby Holdings, LLC.

Article II. Address

The principal address of the Company's initial principal office is:
2535 SE Willoughby Blvd.
Stuart, FL 34994

The mailing address of the Company is:
2535 SE Willoughby Blvd.
Stuart, FL 34994

Article III. Registered Agent

The name and address of the Company's registered agent is:

Mark Brechbill
215 SW Federal Hwy, Ste. 100
Stuart, FL 34994

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Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocations of income, gain, loss deduction, credit or similar item to which the assignee was entitled, to the extent assigned.

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distributions of profits.

Article VI. Management

This will be a manager-managed Company. The name and address of the Manager is:

Playin For Keeps, LLC
5127 SW Anhinga Ave.
Palm City, FL 34990

Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization. The period of duration for the Company is perpetual from the date of filing the original Articles of Organization.

The undersigned executed these Amended & Restated Articles of Organization on the date shown below.



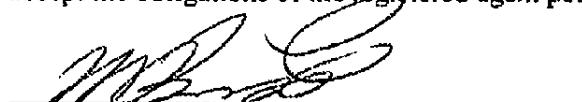
Jennifer L. Williamson
Date: September 6, 2011

Certificate of Designation of Registered Agent / Office

Registered Agent / Office

Mark Brechbill
215 SW Federal Hwy, Ste. 100
Stuart, FL 34994

I agree to act as registered agent to accept service of process for the Company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Mark Brechbill

Date: September 6, 2011

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