

L11000051933

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EVANS FRANKLIN DRUGSTORE LLC

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**AMENDED & RESTATED  
ARTICLES OF ORGANIZATION  
OF  
EVANS FRANKLIN DRUGSTORE LLC**

\*\*\*\*\*

EVANS FRANKLIN DRUGSTORE LLC, a Florida limited liability company (the "Company"), does hereby certify as follows:

1. The original Articles of Organization of the Company were filed with the Florida Department of State on May 3, 2011 (Florida Division of Corporations document number L11000051953).

2. Under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, and pursuant to §608.411, *Florida Statutes*, the Company's Articles of Organization are hereby amended and restated in their entirety as follows:

\*\*\*\*\*

The undersigned, acting as an authorized representative of the member of the above captioned limited liability company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I**  
**NAME & ADDRESS**

The name of this limited liability company is EVANS FRANKLIN DRUGSTORE LLC (the "Company") and its principal office and mailing address is 660 Beachland Boulevard, Suite 301, Vero Beach, Florida 32963.

**ARTICLE II**  
**EFFECTIVE DATE**

The Company commenced its existence upon the filing of the original Articles of Organization with the Florida Secretary of State.

Peter J. Kelly, Esq. Florida Bar No.: 328618 Bush Ross, P.A. 1801 N. Highland Avenue, Tampa, FL 33602 Facsimile Audit No.: H12000249890 3
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**ARTICLE III**  
**PURPOSE OF ORGANIZATION**

The Company is organized to enable its member to transact any lawful business for which a limited liability company may be organized under Florida law.

**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Company shall be 660 BEACHLAND BOULEVARD, SUITE 301, VERO BEACH, FLORIDA 32963, and the initial registered agent of the Company at such address is EVANS PROPERTIES, INC.

**ARTICLE V**  
**MANAGEMENT OF THE COMPANY; INITIAL MANAGER**

The Company shall be managed by a Manager or Managers who shall be elected by the member in the manner set forth in the Company's Operating Agreement. The name and address of the person who shall serve as the initial Manager of the Company shall be Evans Properties, Inc., with a mailing address of 660 Beachland Boulevard, Suite 301, Vero Beach, Florida 32963.

**ARTICLE VI**  
**OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its member.

**ARTICLE VII**  
**INDEMNIFICATION**

If the criteria set forth in §608.4229, *Florida Statutes*, or any successor statute, and any criteria set forth in the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4229, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of the member has executed these Articles of Organization this 4<sup>th</sup> day of October, 2012.

  
\_\_\_\_\_  
Peter J. Kelly, Authorized Representative

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of Chapter 608, *Florida Statutes*, EVANS FRANKLIN DRUGSTORE LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its member, hereby designates EVANS PROPERTIES, INC., a Florida corporation, as its Registered Agent for the purpose of accepting service of process within such State and designates 660 BEACHLAND BOULEVARD, SUITE 301, VERO BEACH, FLORIDA 32963 as its Registered Office.

  
\_\_\_\_\_  
Peter J. Kelly, Authorized Representative

ACKNOWLEDGMENT

EVANS PROPERTIES, INC., a Florida corporation, hereby accepts the appointment as Registered Agent of the above named Company and agrees to act as such in accordance with the provisions of Chapter 608, *Florida Statutes*.

EVANS PROPERTIES, INC.

By: Ronald L Edwards  
Ronald L. Edwards, President

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3. The foregoing Amended and Restated Articles of Organization were duly executed and are being filed in accordance with §608.411, *Florida Statutes*.

4. These Amended and Restated Articles of Organization shall become effective at the time of their filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned authorized representative of the member of the Company, has executed these Amended and Restated Articles of Organization this 4<sup>th</sup> day of October, 2012.

EVANS FRANKLIN DRUGSTORE LLC, a  
Florida corporation

By: Evans Properties, Inc., a Florida  
corporation, its Manager

By: Ronald L Edwards  
Ronald L. Edwards, President

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