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> I 904 567 1160 F 904.567.1065

October 1, 2015

To:

**Registration Section** 

**Division of Corporations** 

Subject:

Netwise Data, LLC

The enclosed Articles of Amendment and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Edwin C. Lunsford, III, Esq.
Eavenson Fraser & Lunsford
2000 PGA Boulevard, Suite 3200A
Palm Beach Gardens, FL 33408
ed@efllawfirm.com

For further information concerning this matter, please call:

Edwin C. Lunsford, III, Esq.

at

(561) 626-1011

Enclosed is a check for the following amount:

Xo \$25.00 Filing Fee

□ \$30.00 Filing Fee &

□ \$55.00 Filing Fee &

Certificate of Status

Certified Copy

□ \$60.00 Filing Fee, <sup>3</sup> Certificate of Status &

**Certified Copy** 

MAILING ADDRESS: Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 STREET/COURIER ADDRESS: Registration Section Division of Corporations Clifton Building Tallahassee, FL 32301

# AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY

The undersigned being authorized to execute and file these Articles hereby certifies that:

## **ARTICLE I- Name:**

The name of the Limited Liability Company is: NETWISE DATA, LLC (the "Company")

### **ARTICLE II- Address:**

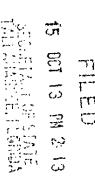
The mailing address and street address of the principal office of the Limited Liability Company is:

350 Camino Gardens, Blvd. Suite 202 Boca Raton, FL 33432

# ARTICLE III- Registered Agent:

The name and the Florida street address of the initial registered agent are:

W. Dwight Gorall 350 Camino Gardens Blvd. Suite 202 Boca Raton, FL 33432



## **ARTICLE IV- Board of Managers**

The Company is to be a manager-managed Company and shall be managed by a Board of Managers. The following initial managers constitute the Board of Managers and their addresses are:

W. Dwight Gorall 350 Camino Gardens Blvd Suite 202 Boca Raton, FL 33432 Thomas Taft P.O. Box 566 Greenville, NC 27835

Charles Stryker 10000 Lincoln Drive East Suite 201 Marlton, NJ 08053

Company actions outside of the ordinary course of business, including without limitation, the approval of the Company's merger or consolidation, sale of substantially all of its assets, dissolution, liquidation, or winding up of its affairs, incurring debt other than trade debt, or any action related to any court proceeding, requires the written authorization of the Board of Managers acting in accordance with its authority under the Company's Operating Agreement, as such may be amended from time to time. A manager who is a member of the Board of Managers does not have independent authority to act, sign documents, or otherwise legally obligate the Company merely because the manager is a member of the Board of Managers. The Board of Managers shall have the authority to appoint officers to act on behalf of the Company.

## ARTICLE V- Authority

W. Dwight Gorall has been appointed as Chief Executive Officer and President of the Company, and he has authority to act, sign documents, and otherwise legally obligate the Company in the ordinary course of business.

# **ARTICLE VI-Operating Agreement**

Any Operating Agreement (as defined in Section 605.0105 of the Act), relating to this Limited Liability Company must be in writing and signed by all of the members.

#### **ARTICLE VII-Transfer Restrictions**

Every interest in the Company is subject to the Operating Agreement, and is transferable only in accordance with the terms and conditions of said Operating Agreement. Any transfer in violation of the terms and conditions of said Operating Agreement is void *ab initio*. A copy of such Operating Agreement (and all amendments, if any) is on file in the office of the Company. For the purpose of this Article VII a transfer includes any voluntary sale, hypothecation, pledge, assignment, attachment, escrow arrangement or other transfer.

IN WITNESS WHEREOF, I have signed these Amended and Restated Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 15 day of September, 2015

Signature of authorized representative

Typed or printed name of signee