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FLORIDA LIMITED LIABILITY CO.  
D&E of Vero Beach, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF ORGANIZATION OF D&E OF VERO BEACH, LLC

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

## ARTICLE I - NAME

The name of the limited liability company is D&E of Vero Beach, LLC (hereinafter referred to as the "Company").

## ARTICLE II - PURPOSES AND POWERS

The general nature of the business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and to exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth herein to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the

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Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth herein, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business to be transacted shall be construed as both purposes and powers of this limited liability company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any

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other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### **ARTICLE III - CAPITAL CONTRIBUTIONS**

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operation Agreement made and entered into by the members and which may be amended from time to time in accordance therewith.

### **ARTICLE IV - PERIOD OF DURATION**

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of this limited liability company shall be perpetual.

### **ARTICLE V - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS**

The principal office and mailing address of this limited liability company shall be at 5065 North A1A Vero Beach, FL 32963, County of Indian River, State of Florida. This address may be changed from time to time as provided in the Operating Agreement.

### **ARTICLE VI - MEMBERS**

The Company shall have at least one member and may admit additional members on the prior unanimous written consent of the then-existing members, or as otherwise provided in the Operating Agreement.

### **ARTICLE VII - MANAGEMENT**

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company or as otherwise provided in the Operating Agreement.

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**ARTICLE VIII - TRANSFER OF MEMBERSHIP INTERESTS**

A member's interest is assignable in whole or in part. The assignee of a member's interests shall become a member of the company, upon assignment, only if approved by the members as provided in the Operating Agreement and to the extent assigned, shall have the rights and powers, and is subject to the restrictions and liabilities, of the assigning member under these Articles of Organization, the Operating Agreement, and Florida law.

**ARTICLE IX - MEMBERSHIP CERTIFICATES**

The company may, but is not obligated to issue certificates of membership interest.

**ARTICLE X - REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 3355 Ocean Drive, Vero Beach, County of Indian River, State of Florida, and the name of its initial registered agent at such address is Ralph L. Evans.

The undersigned, being one of the original members of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of D&E of Vero Beach, LLC.

Executed at Vero Beach, Indian River County, Florida, on June 27, 2011.

D&E of Vero Beach, LLC

By: Ralph L. Evans

Ralph L. Evans

**STATE OF FLORIDA  
COUNTY OF INDIAN RIVER**

The foregoing instrument was acknowledged before me this 27 day of June, 2011, by Ralph L. Evans, as a Member of D&E of Vero Beach, LLC, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Karen Ann Trueex  
Notary Public

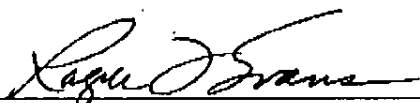
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**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

Ralph L. Evans, an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization.

Ralph L. Evans is familiar with and accepts the obligations of the position of Registered Agent under Section 608.416, Florida Statutes.

  
\_\_\_\_\_  
Ralph L. Evans

6/27/11  
\_\_\_\_\_  
Date