

L11000094794

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
PALMS + NURSERY, LLC**

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D. BRUCE

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EXAMINER

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PALMS + NURSERY, LLC**

The undersigned, pursuant to the provisions of Section 608.411 of the Florida Statutes, for the purpose of amending and restating those certain Articles of Organization of Palms + Nursery, LLC which were filed on August 17, 2011 and assigned Document Number L11000094794, hereby sets forth the following:

ARTICLE I - NAME

The name of this limited liability company is PALMS + NURSERY, LLC (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be perpetual from August 17, 2011 unless otherwise dissolved pursuant to provisions of the Florida Limited Liability Company Act.

**ARTICLE III - MAILING AND STREET ADDRESS
OF INITIAL PRINCIPAL OFFICE OF COMPANY**

The mailing address for the principal office of the Company is P.O. Box 363, Destin, FL 32540 and the street address of the initial principal office of the Company is 4217 Henderson Beach Road, Destin, FL 32541.

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ARTICLE IV - INITIAL REGISTERED AGENT

The name and street address of the registered agent in Florida for the Company is:

William G. Kilpatrick, Jr., Esq.
36474-C Emerald Coast Parkway, Suite 3202
Destin, FL 32541

ARTICLE V - MEMBER(S)

The name and address of the initial member(s) of Company is/are:

Betty J. Rooney
39 Maple Street
Fort Walton Beach, FL 32548

ARTICLE VI - ADDITIONAL MEMBERS

An interest of a Member of the Company may only be transferred or assigned to such extent as is provided in the Operating Agreement.

ARTICLE VII- MANAGEMENT

The Company is to be managed by a manager or managers, and is therefore a manager-managed limited liability company.

ARTICLE VIII - AUTHORIZED REPRESENTATIVE

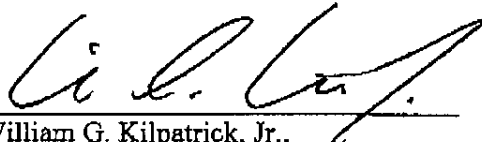
The name and address of the authorized representative for purposes of executing these Amended and Restated Articles of Organization is William G. Kilpatrick, Jr., whose address is 36474-C Emerald Coast Parkway, Suite 3202, Destin, FL 32541.

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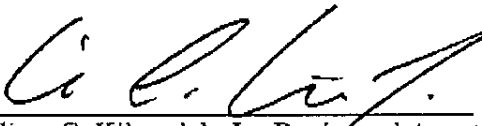
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles on November 16, 2011, as the authorized representative for the Member(s) of the Company.

By: 
William G. Kilpatrick, Jr.,
Authorized Representative

ACCEPTANCE BY THE REGISTERED AGENT

I, William G. Kilpatrick, Jr., hereby accept appointment as Registered Agent for the Limited Liability Company, **PALMS + NURSERY, LLC**, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below.

Date: November 16, 2011


William G. Kilpatrick, Jr., Registered Agent

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