

12/26/2019

Division of Corporations

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
TIN ANGEL PARTNERS LLC

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DEC 27 2019

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
TIN ANGEL PARTNERS LLC**

The Articles of Organization of Tin Angel Partners LLC, a Florida limited liability company (the "Company"), were filed with the Division of Corporations of the Florida Department of State on October 9, 2012, assigned Florida document number L12000129048, and were amended by those Articles of Amendment to Articles of Organization of the Company filed with the Division of Corporations of the Florida Department of State on March 4, 2019. The following Amended and Restated Articles of Organization are hereby submitted for filing:

**ARTICLE I**

**Name**

The name of the Company is Tin Angel Partners LLC.

**ARTICLE II**

**Principal Office and Mailing Address**

The principal office and mailing address of the Company is 241 Bradley Place, Palm Beach, Florida, 33480.

**ARTICLE III**

**Registered Agent and Address**

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

Robert Field  
241 Bradley Place  
Palm Beach, Florida 33480

**ARTICLE IV**

**Management**

The Company shall be a manager-managed Company within the meaning of the Florida Revised Limited Liability Company Act and as further detailed in the Company's Amended and Restated Operating Agreement as the same may be amended or restated from time to time. The name and address of the Company's Manager is:

Oliver R. Grace, Jr.  
241 Bradley Place  
Palm Beach, Florida 33480

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JULIE L. KIMBLE, CLU  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**Election of Unlimited Liability**

The following members of the Company:

1. Catherine Grace, as Trustee of the FSG TAP Irrevocable Trust; and
2. Frederick S. Grace, as Trustee of the ORG TAP Irrevocable Trust,

being all of the members of the Company, hereby waive all limited liability with respect to the Company and agree to be personally liable for all debts, obligations and liabilities of the Company to the same extent as a general partner in a general partnership. The preceding sentence is effective only if all members of the Company elect and maintain the agreement to be so liable, and each such member shall continue to be personally liable for all of the debts, obligations and liabilities of the Company to the same extent as a general partner of a general partnership, as described in the preceding sentence. Prior to being admitted as a member to the Company, any and all future members must agree to assume joint and several personal liability for all debts, obligations, and liabilities of the Company and sign an amendment to these Amended and Restated Articles of Organization assuming such liability. Each member shall continue to be personally liable for all of the debts, obligations and liabilities of the Company to the same extent as a general partner in a general partnership until: (i) the member withdraws from the Company; or (ii) an amendment is made to these Amended and Restated Articles of Organization striking the joint and several personal liability of any one of the members, in which event such amendment shall strike the joint and several personal liability of all members.

**ARTICLE VI**  
**Effective Date**

These Amended and Restated Articles of Organization shall be effective at 11:59:59 p.m. on December 31, 2019.

**ARTICLE VII**  
**Counterparts**

These Amended and Restated Articles of Organization may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same document.

[Signature Page(s) Follow]

IN WITNESS WHEREOF, the undersigned Members have executed these Amended and Restated Articles of Organization on this the 20<sup>th</sup> day of December, 2019.



Catherine Grace, as Trustee of the FSG TAP  
Irrevocable Trust



Frederick S. Grace, as Trustee of the ORG TAP  
Irrevocable Trust

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TALLAHASSEE, FLORIDA