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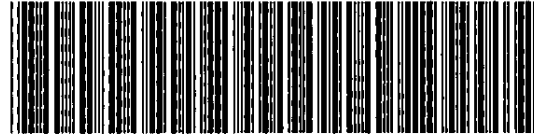
(Business Entity Name)

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP - 6 2013
T. HAMPTON

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

UPHILL PUBLISHING L.L.C.

Signature _____

Requested by: Seth

Name _____ Date _____ Time _____

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**ARTICLES OF ORGANIZATION
OF
UPHILL PUBLISHING L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned has elected to form a limited liability company under the laws of the State of Florida, Florida Statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **UPHILL PUBLISHING, L.L.C.**, and its principal place of business shall be in Miramar Beach, County of Walton, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses 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 by Florida law.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth 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 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 herein set forth, 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 or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and 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 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 LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV DURATION

This limited liability company shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at **211 Eagle Drive, Miramar Beach, Florida 32550**. The mailing address is 211 Eagle Drive, Miramar Beach, Florida 32550.

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ARTICLE VI
MANAGEMENT

This limited liability company shall be managed by one or more managers, as determined by the members. The name and address of the person who shall serve as manager until the first annual meeting of members or until successors are elected and qualify is **F. Diane Pickett**, 211 Eagle Drive, Miramar Beach, Florida 32550.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **127 Palafox Place, Suite 100, Pensacola, Florida 32502**, and the name of its initial registered agent at such address is **WILLIAM V. LINNE**.

ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP

The admission of Members to the Company shall be accomplished in the manner provided for in the Regulations /Operating Agreement of the Company. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in the manner provided for in the Regulations/Operating Agreement of the Company.

The undersigned hereby certifies that the foregoing constitutes the proposed Articles of Organization of **UPHILL PUBLISHING, L.L.C.**

Executed by the undersigned on the 26th day of August, 2013.



F. DIANE PICKETT

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TALLAHASSEE, FLORIDA

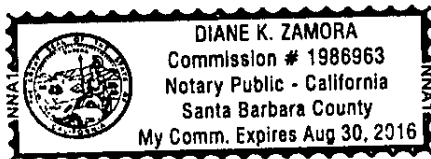
STATE OF CALIFORNIA)
COUNTY OF Santa Barbara)

On Aug 26 2013, before me, Diane K Zamora
(insert name and title of the officer)

personally appeared **F. DIANE PICKETT**, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity on behalf of **UPHILL PUBLISHING, L.L.C.**, and that by her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Diane K Zamora (Seal)
Typed name: DIANE K ZAMORA
Commission number: 1986963
My commission expires: 8-30-16

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

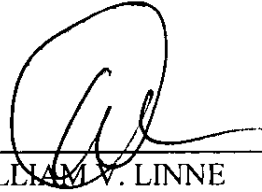
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **UPHILL PUBLISHING, L.L.C.**

The name of the registered agent for **UPHILL PUBLISHING, L.L.C.** is **William V. Linne**, and the street address of the company's principal office where the agent is located is **127 Palafox Place, Suite 100, Pensacola, Florida 32502.**

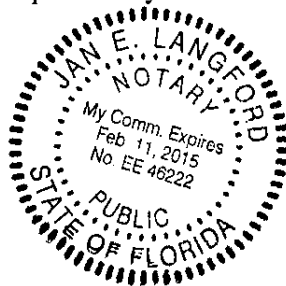
This statement is to acknowledge that, as indicated above, **UPHILL PUBLISHING, L.L.C.** has appointed me, **WILLIAM V. LINNE**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Dated: September 4th, 2013.



WILLIAM V. LINNE
Registered Agent

The foregoing instrument was acknowledged before me this 4th day of September, 2013, by WILLIAM V. LINNE, agent on behalf of **UPHILL PUBLISHING, L.L.C.**, a Florida Limited Liability Company. He is personally known to me.





NOTARY PUBLIC
Typed Name: Jan E. Langford
My Commission No.: EE 46222
My Commission Expires: 2/11/2015

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