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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

J.A. SAL HOLDINGS, LLC

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T. CLINE
JAN 15 2019
EXAMINER

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
J.A. SAL HOLDINGS, LLC

The Articles of Organization for J.A. Sal Holdings, LLC, which Articles of Organization were originally filed on October 3, 2013, are being amended and restated, in their entirety, to provide, among other things: (i) provide for the issuance of 1,000 Units of membership interest, which units shall evidence the interest of the Members of the Limited Liability Company; (ii) provide that the Limited Liability Company shall be managed by a board of managers; (iii) provide for a limitation on distributions; and (iv) provide for the Managers of the Limited Liability Company to hold offices. This Amended and Restated Articles of Organization was adopted by written consent of all of the Members and Managers of the Limited Liability Company, entitled to vote thereon, pursuant to Florida Limited Liability Company Act Section 608.411, on January 9, 2019. These Amended and Restated Articles of Organization are being filed in accordance with Florida Limited Liability Company Act Section 608.411.

ARTICLE I - NAME

The name of the Limited Liability Company is J.A. SAL HOLDINGS, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 6705 SW 57th Avenue, Suite 708, Coral Gables, FL 33143.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MEMBER UNITS

The Limited Liability Company is authorized to issue 1,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

ARTICLE V - MANAGEMENT

5.1 The Limited Liability Company has a board of managers and the day-to-day business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. Decisions involving matters, other than the day-to-day

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business and affairs of the Limited Liability Company, shall be made by an affirmative vote of a majority of the voting member units.

5.2 The board of managers of the Limited Liability Company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the initial manager of the Limited Liability Company is:

Jhonny Salomon, M.D.
6705 SW 57th Avenue, Suite 708
Coral Gables, FL 33143

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning one-hundred (100%) percent of the outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning one-hundred (100%) percent of the outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning one-hundred (100%) percent of the issued and outstanding Member Units of the Limited Liability Company.

ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of one (1) member.

ARTICLE VIII - WITHDRAWAL; RETURN OF CAPITAL

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice, and (ii) with the consent of Members owning one-hundred (100%) percent of the Member Units of the Limited Liability Company. Likewise, there shall be no return of all or a portion of the contributed capital without the consent of Members owning one-hundred (100%) percent of the Member Units of the Limited Liability Company.

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ARTICLE IX - DISTRIBUTION

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and Members owning one-hundred (100%) percent of the Member Units of the Limited Liability Company may consent to a distribution. All distributions shall be in the form of insurance company annuity contracts with the respective member as the annuitant, unless the Board of Managers and Members owning one-hundred (100%) percent of the Member Units of the Limited Liability Company consent otherwise.

ARTICLE X - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Members owning one-hundred (100%) percent of the Member Units of the Limited Liability Company may consent to an amendment to the Articles of Organization.

ARTICLE XII - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Amended and Restated Articles of Organization this 9th day of January, 2019.

2019
JAN 14 AM 11:48
JHONNY SALOMON

JHONNY SALOMON, Manager and authorized
representative of the members of the
Limited Liability Company

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is J.A. SAL HOLDINGS, L.L.C.
2. The name and the Florida street address of the registered agent are:

Mitchell F. Green
4000 Hollywood Boulevard
Suite 485-South
Hollywood, FL 33021

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.



MITCHELL F. GREEN, Registered Agent

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