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**FLORIDA LIMITED LIABILITY CO.**  
**Jacksonville Plaza Restaurant Partners, LLC**

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H14000179269 3

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**ARTICLES OF ORGANIZATION  
OF  
JACKSONVILLE PLAZA RESTAURANT PARTNERS, LLC**

The undersigned, an authorized representative of a prospective member, desiring to form a limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is Jacksonville Plaza Restaurant Partners, LLC (the "Company").

**ARTICLE II - ADDRESS**

The street address and mailing address of the Company's principal office are:

6675 Corporate Center Parkway, Suite 100  
Jacksonville, Florida 32216

**ARTICLE III - PURPOSE**

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - EFFECTIVE DATE**

The Company will commence on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The Company (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Company's registered office, and (ii) names Contega Business Services, LLC as the Company's registered agent at that address.

**ARTICLE VI - MANAGEMENT AND AUTHORITY**

The Company shall be a manager-managed company. Pursuant to Section 605.04074, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

Prepared by:  
Driver, McAfee, Peck & Hawthorne, P.L.  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

H14000179269 3

H14000179269 3

#### ARTICLE VII - INDEMNIFICATION

The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager, member or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager, member or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance reasonable indemnification expenses (including attorneys' fees and costs) for actions taken in the capacity of such person as a manager, member or officer within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this 29<sup>th</sup> day of July, 2014.



J. Jacob R. Peek, Authorized Representative


H14000179269 3

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: July 29, 2014

**CONTEGA BUSINESS SERVICES, LLC**

By:   
J. Jacob R. Peek, Executive Vice President

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