

L1400013582

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
VERDE WORKS, LLC**

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FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION

The Articles of Organization for Verde Works, LLC (the "Company") were filed on August 11, 2014 and effective on August 8, 2014 and assigned document number L14000125582 (the "Articles of Organization"). Pursuant to the provisions of Chapter 605 of the Florida Statutes (the "Act") and the operating agreement of the Company, if any such agreement exists, the filing of this document amends and restates the Articles of Organization.

ARTICLE I NAME

The name of the limited liability company is:

Verde Works, LLC

ARTICLE II DURATION

Unless earlier terminated under the Act or the Company's written operating agreement, the duration of the company is perpetual.

ARTICLE III PURPOSE

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida and the United States of America. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV ADDRESSES

The Company's mailing address is:

175 Lookout Place, Suite 201
Maitland, Florida 32751

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The Company's principal place of business is located at:

175 Lookout Place, Suite 201
Maitland, Florida 32751

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The initial registered agent, and registered office in Florida for the Company, is:

Assured Compliance Services, LLC
175 Lookout Place, Suite 100
Maitland, Florida 32751

The undersigned is familiar with and accepts the duties and responsibilities as registered agent for the Company stated under § 605.0113(3), Fla. Stat.; namely, (a) to forward to the limited liability company or registered foreign limited liability company, at the address most recently supplied to the agent by the company or foreign limited liability company, a process, notice, or demand pertaining to the company or foreign limited liability company which is served on or received by the agent, and (b) if the registered agent resigns, to provide the notice required under § 605.0115(2) to the company or foreign limited liability company at the address most recently supplied to the agent by the company or foreign limited liability company.

ASSURED COMPLIANCE SERVICES, LLC

By:



Authorized Representative

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

The members may contribute capital to the Company in the manner prescribed by the Company's written operating agreement executed by all members, as it may be amended from time to time.

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ARTICLE VII MEMBERSHIP

Except as expressly provided in a written operating agreement executed by all members, the Company shall have at least one member at all times and may only admit additional members upon the prior, unanimous written agreement of all then-existing members.

Notwithstanding any oral or written agreement to the contrary, a person or entity who is a prospective member of the Company does not attain status as a member unless the Company has issued a valid equity unit certificate in the name of the member that is signed by the Company's manager or other duly authorized representative. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective member's status as a member is thereby made effective retroactively or prospectively according to the date written on the certificate.

As long as the Company has more than one member, the remedy of foreclosure or charging order on a judgment debtor's interest in the limited liability company or against rights to distribution from the limited liability company is not available, and if any attempt to foreclose on a member's interest is successful, the Company shall immediately purchase the foreclosed interest for \$1.00. If any attempt to enforce a charging order is successful, the Company shall no longer issue distributions of profits or losses to the membership interest effected by such an order, until the effect of such an order is removed. Such distributions of profit and losses which would normally be issued to such membership interest shall be distributed to the remaining membership interest on a pro rata basis.

No party is granted a consensual security interest in the Company membership interest or assets to pursue the remedies available to a secured creditor under section 605.0503 of the Act or any other law applicable to secured creditors without the written approval of all Managers and Members.

ARTICLE VIII CONTINUITY

Except as expressly provided in a written operating agreement, on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Acts, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without

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the written consent of the Company's remaining members.

ARTICLE IX MANAGEMENT

Except as expressly provided in a written operating agreement, the Company will be managed by a manager or managers.

The managers of the Company are as follows:

Amy G. Calandrino
175 Lookout Place, Suite 201
Maitland, Florida 32751

Philip K. Calandrino
175 Lookout Place, Suite 201
Maitland, Florida 32751

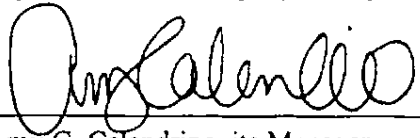
ARTICLE X INDEMNITY

Except as expressly provided in the Company's written operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

ARTICLE XI EFFECTIVE DATE

Pursuant to §605.0207(6)(b), Fla. Stat., the effective date of this document is the date filed with the state.

Signature of the Company's Duly Authorized Representative:



Amy G. Calandrino, its Manager

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