

Division of Corporations

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FLORIDA LIMITED LIABILITY CO.
Henderson Beach Resort Holding, LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
HENDERSON BEACH RESORT HOLDING, LLC**

The undersigned, Kirby H. Williams, a natural person competent to contract and an authorized representative of the member of Henderson Beach Resort Holding, LLC, hereby presents these Articles of Organization as the Articles of Organization of Henderson Beach Resort Holding, LLC, a limited liability company formed under the provisions of Chapter 605, *Florida Statutes*.

ARTICLE I - NAME

The name of the limited liability company is Henderson Beach Resort Holding, LLC. This limited liability company is referred to in these Articles of Organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the Company's initial principal office is 2701 Scenic Hwy 98, Unit 5, Destin, FL 32541. The Company's principal office may hereafter be at such other place or places as its members from time to time may determine.

ARTICLE III - PURPOSE AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and shall have all powers and rights which a limited liability company may exercise pursuant to Chapter 605, *Florida Statutes*.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be the date these Articles of Organization are filed with the Florida Department of State. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

ARTICLE V - REGISTERED OFFICE AND AGENT

The registered office of the Company is 1701 East County Hwy 30A, Suite 201C, Santa Rosa Beach, FL 32459 and the name of the registered agent at that address is Kirby H. Williams.

ARTICLE VI - MANAGEMENT

The Company shall be managed by a Board of Managers, who shall be appointed, removed or replaced in accordance with the terms of the Operating Agreement of the Company. The name and address of the initial managers comprising the Board of Managers until successors

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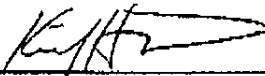
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or additional managers are elected or otherwise appointed in accordance with the Operating Agreement of the Company are as follows:

William O. Hagerman
959 Ridgeway Loop Road
Suite 200
Memphis, TN 38120

William B. Dunavant III
959 Ridgeway Loop Road
Suite 200
Memphis, TN 38120

IN WITNESS WHEREOF, the undersigned authorized representative of a member of the Company has executed these Articles of Organization on the date set forth below.



KIRBY H. WILLIAMS
Date: November 4, 2014

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Henderson Beach Resort Holding, LLC. I am familiar with and accept the duties and obligations of such designation.



KIRBY H. WILLIAMS

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