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TALLAHASSEE, FLORIDA

B. BOSTICK

DEC 17 2014

EXAMINER



BRISKIN, CROSS & SANFORD, LLC
ATTORNEYS AT LAW

1001 CAMBRIDGE SQUARE
SUITE D
ALPHARETTA, GA 30009

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December 12, 2014

FedEx: 7722 0798 7998

Florida Dept. of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **Articles of Organization of MARDI GRAS JAX 2015 LLC**

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the *Articles of Organization of MARDI GRAS JAX 2015 LLC*. Please file the original Articles, date-stamp the copy, and return the date-stamped copy to our office using the enclosed envelope.

Please note that I have also enclosed a check in the amount of \$125.00 for the required filing fee.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to call.

Sincerely,
BRISKIN, CROSS & SANFORD, LLC


Stacy Pettefer
Legal Assistant

Enclosures

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**ARTICLES OF ORGANIZATION
OF
MARDI GRAS JAX 2015 LLC**

The undersigned, acting as attorney for the organizer of MARDI GRAS JAX 2015 LLC, under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said Limited Liability Company:

I. NAME OF COMPANY

The name of the limited liability company is MARDI GRAS JAX 2015 LLC (the "Company").

II. PRINCIPAL PLACE OF BUSINESS

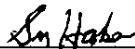
The street and mailing address of the Company's principal place of business is as follows:

3948 3rd Street S.
Suite 320
Jacksonville Beach, FL 32250

III. REGISTERED OFFICE AND AGENT

The name and address of the Company's registered agent in Florida is as follows:

Scott Hooks
3948 3rd Street S.
Suite 320
Jacksonville Beach, FL 32250



Scott Hooks

(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 as provided for in Chapter 605, F.S. With full knowledge I hereby grant the below-listed Organizer permission to enter an electronic signature on my behalf in the course of filing these Articles of Organization online with the Florida Department of State.)

IV. VOTING; MANAGEMENT

Except as otherwise set forth in a written operating agreement, the Company shall be managed by its members.

V. PERIOD OF DURATION

The Company shall commence with the filing of these Articles of Organization with the Florida Secretary of State and shall continue until the Company is dissolved and its

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affairs wound up in accordance with the terms of the Company's Operating Agreement or the Florida Limited Liability Company Act.

VI. PURPOSE

The Company is organized for any legal and lawful purpose pursuant to the Florida Limited Liability Company Act.

VII. ORGANIZER

The Organizer of the Company is as follows:

Alan M. Briskin, Esq.
BRISKIN, CROSS & SANFORD, LLC
1001 Cambridge Square, Suite D
Alpharetta, GA 30009

VIII. INDEMNIFICATION

Each person who is or was a member or manager of the Company, and each person who is or was a member or manager of the Company who at the request of the Company is serving or has served as an member, manager, partner, joint venturer or trustee of another company, corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Company against those expenses (including attorneys' fees, paralegal fees, law clerk fees and other legal costs and expenses), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Company under the laws of the State of Florida and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his or her being or having been a member or manager of this Company or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Florida and subject to the conditions prescribed therein.

In any instance where the laws of the State of Florida only permit indemnification to be provided to persons who are or have been a member, manager officer, director, member, manager, partner, joint venturer or trustee of the Company upon a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person, the Company shall promptly cause the required determination regarding whether the specified standards of conduct have been met by the applying individual to be made. Said determination shall be made (i) by the members by majority vote of the ownership interest of members not at the time parties to the proceeding; or (ii) by special legal counsel selected by the members in the manner prescribed in (i).

As a condition to any such right of indemnification, the Company may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Company and at the expense of the Company.

The Company may purchase and maintain insurance on behalf of any such persons whether or not the Company would have the power to indemnify such members or managers against any liability under the laws of the State of Florida. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by members or by an

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insurance carrier, the Company shall provide notice of such payment to the members in accordance with the provisions of the laws of the State of Florida.

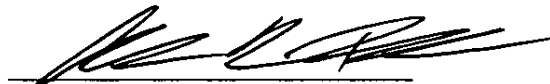
IX. ACTION WITHOUT MEETING

Action required or permitted to be taken at a meeting of the Members of the Company may be taken without a meeting if the following conditions are met:

(i) The action was taken by Members that would have been entitled to vote at a duly called meeting; and

(ii) The action must be approved by Members of the Company holding a minimum number of votes that would be necessary to authorize or take the action at a meeting at which all Members of the Company entitled to vote were present and voted.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization for MARDI GRAS JAX 2015 LLC.



Alan M. Briskin, Organizer

(In accordance with section 605.0203, Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Submitted by:

BRISKIN, CROSS & SANFORD, LLC
1001 Cambridge Square
Suite D
Alpharetta, GA 30009

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