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S. YOUNG

**Law Offices of  
H. Charles Woerner, Jr., P.A.  
Attorney & Counselor At Law**

Telephone (386) 767-9811  
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2001 South Ridgewood Avenue  
South Daytona, Florida 32119

June 21, 2016

*Via Federal Express  
Tracking No. 8100 1829 1494*

Registration Section  
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Tallahassee, FL 32301

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RE: AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF BOLAND  
AND DESANTIS, LLC, A FLORIDA LIMITED LIABILITY COMPANY  
DOCUMENT # L15000123351

Dear Sir or Madam:

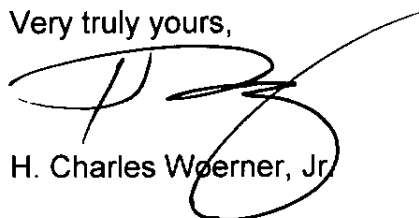
Enclosed for filing please find an original and one copy (2<sup>nd</sup> original) of the Amended and Restated Articles of Organization of Boland and DeSantis, LLC, a Florida Limited Liability Company. Please return a certified copy of the Amended and Restated Articles of Organization of Boland and DeSantis, LLC to the undersigned at the address shown above.

Also enclosed is my firm's check number 2538 in the amount of \$55.00 to cover the following fees:

Filing Fee	\$25.00
Certified Copy	<u>\$30.00</u>
<b>TOTAL</b>	<b>\$55.00</b>

Thank you for your assistance and attention to this matter.

Very truly yours,



H. Charles Woerner, Jr.

HCWjr/dz  
Enclosures

AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF  
BOLAND AND DESANTIS, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned certify that a limited liability company under the Florida Limited Liability Company Act (the "Act") was filed on July 17, 2015 providing for the formation, rights, privileges, and immunities of limited liability companies for profit and was assigned Document Number L15000123351. The undersigned declare that the following Amended and Restated Articles of Organization of Boland and DeSantis, LLC shall serve as the Charter and authority for the conduct of business of the said limited liability company which have been totally amended and restated hereby.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be BOLAND AND DESANTIS, LLC, and its principal office shall be located at 912 Nixon lane, in the City of Port Orange, County of Volusia, State of Florida, but it shall have the power and authority to establish branch offices at any other place of places as the members may designate. The mailing address of the limited liability company shall be 912 Nixon Lane, Port Orange, Florida 32129.

ARTICLE II  
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes for limited liability companies.
2. In general, to carry on the business of purchasing, selling, improving, operating, leasing, offering for sale, managing, investing in, and acquiring real property;

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to buy and sell tangible personal property and intangible personal property of every type and kind, and all business incidental thereto; to have and exercise all the powers conferred by the laws of the State of Florida.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity.

6. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or

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inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not lawfully carry on, exercise, or do under the laws of the State of Florida or under the laws of any other governmental authority having jurisdiction over this limited liability company.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the managers of this limited liability company. This Article may be amended from time to time in an Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV MANAGEMENT

(A) Management of this limited liability company shall be under the direction of two managers, whose names and addresses are as follows:

DEREK BOLAND  
912 Nixon Lane  
Port Orange, FL 32129

FRANCIS DeSANTIS  
912 Nixon Lane  
Port Orange, FL 32129

The initial managers shall serve until the first annual meeting of members or until their successors are qualified and elected.

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(B) Manager Conflict of Interest.

1. No contract or other transaction between the company and one or more of its managers or between the company and any other corporation, firm, association or other entity, in which one or more of the managers are financially interested, shall be either void or voidable for this reason alone:

(a) if the fact of such common directorship, officership or financial interest is disclosed or known to the company, and the company approves such contract or transaction by a member vote sufficient for such purpose.

(b) if the contract or transaction is fair and reasonable as to the company at the time it is entered into by the manager.

(c) common or interested members may be counted in determining the presence of a quorum at a meeting of the members or of a committee which approves such contract or transaction.

(C) Restriction on Authority to Mortgage or Pledge Assets.

Managers of the company may not authorize any mortgage or pledge or creation of a security interest in, any or all of the property and assets of the company for the purpose of securing the payment or performance of any obligation of the company, without obtaining prior member approval of any and each such transaction by the vote or written consent of the holders of fifty-one percent (51%) of the membership interest in the company as set forth hereinafter in Article VII.

ARTICLE V  
MEMBERSHIP RESTRICTIONS

The members of this limited liability company are:

DEREK BOLAND  
912 Nixon Lane  
Port Orange, FL 32129

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FRANCIS DeSANTIS  
912 Nixon Lane  
Port Orange, FL 32129

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of the members having a majority of the voting interest of the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI CAPITAL CONTRIBUTIONS

An initial capital contribution in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members in the percentage of their respective interests. Additional contributions may be made as required for investment purposes, as determined by unanimous consent of the members.

#### ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member

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shall be entitled to a distribution of the net profits in the following percentage which is equal to the percentage of their ownership interest in the company:

DEREK BOLAND	-	50%
FRANCIS DeSANTIS	-	50%

The distributive share of the profits shall be determined and paid to the members quarterly if profits are available for distribution but in any event no later than annually on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being upon formation.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid only out of the capital of the limited liability company and the profits of the business.

#### ARTICLE VIII TAXATION

(a) Income Tax Reporting. The members are aware of the income tax consequences of the allocations made by Article VII and agree to be bound by the provisions of Article VII in reporting the members' share of the company income and loss for federal and state income tax purposes.

(b) Disregarded as an Entity. Notwithstanding anything contained in these Articles of Organization to the contrary and only for purposes of federal and, if applicable, state income tax purposes, the company shall be disregarded as an entity separate from the members for federal and state income tax purposes unless and until the members cause the company to file an election under the Internal Revenue Code to be reclassified for income tax purposes.

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## ARTICLE IX DURATION

This limited liability company shall exist for a perpetual period of time unless dissolved in a manner provided by law, or as provided in an Operating Agreement adopted by the members.

## ARTICLE X LIMITATION OF LIABILITY; INDEMNIFICATION

(a) Limited Liability. Except as otherwise provided by the Florida Limited Liability Company Act (the "Act"), the debts, obligations, and liabilities of the company, whether arising in contract, tort, or otherwise, shall be solely the debts, obligations, and liabilities of the company, and the member shall not be obligated personally for any debt, obligation, or liability of the company solely by reason of being a member. The failure of the company to observe any formalities or requirements relating to the exercise of its powers or the management of its business or affairs under these Articles of Organization or the Act shall not be grounds for imposing personal liability on the member for any debts, liabilities, or obligations of the company. Except as otherwise expressly required by law, the member, in the member's capacity as such, shall have no liability in excess of (a) the amount of the member's net capital contributions, (b) the member's share of any assets and undistributed profits of the company, and (c) the amount of any distributions required to be returned under the Florida Limited Liability Company Act.

(b) Indemnification. The company (including any receiver or trustee of the company) shall, to the fullest extent provided or allowed by law, indemnify, save harmless, and pay all judgments and claims against the manager and the member (each an "Indemnified Party") from, against, and in respect of any and all liability, loss,

damage, and expense incurred or sustained by the Indemnified Party in connection with the business of the company or by reason of any act performed or omitted to be performed in connection with the activities of the company or in dealing with third parties on behalf of the company, including costs and attorneys' fees before and at trial and at all appellate levels, whether or not suit is instituted (which attorneys' fees may be paid as incurred), and any amounts expended in the settlement of any claims of liability, loss, or damage, provided that the act or omission of the Indemnified Party does not constitute fraud or willful misconduct by the Indemnified Party. The company shall not pay for any insurance covering liability of the member, the manager, or their agents, affiliates, heirs, legal representatives, successors, and assigns for actions or omissions for which indemnification is not permitted under these Articles of Organization; provided, however, that nothing contained in this Agreement shall preclude the company from purchasing and paying for these types of insurance, including extended coverage liability and casualty and workers' compensation, as would be customary for any person owning, managing, and/or operating comparable property and engaged in a similar business, or from naming the member, the manager, and any of the member's and manager's agents, affiliates, heirs, legal representatives, successors, or assigns or any Indemnified Party as additional insured parties under the agreement.

(c) Nonexclusive Right. The provisions of this Article X shall be in addition to and not in limitation of any other rights of indemnification and reimbursement or limitations of liability to which an Indemnified Party may be entitled under the Act, common law, or otherwise. Notwithstanding any repeal of this Article X or other amendment hereof, its provisions shall be binding upon the company (subject only to the exceptions above set forth) as to any claim, loss, expense, liability, action, or


damage due to or arising out of matters that occur during or relate to the period prior to any repeal or amendment of this Article X.

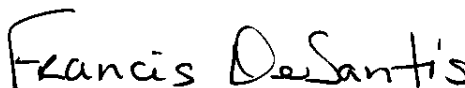
ARTICLE XI  
INITIAL REGISTERED OFFICE AND REGISTERED  
AGENT

The address of the initial registered office of the limited liability company is 912 Nixon Lane, City of Port Orange, County of Volusia, State of Florida 32129, and the name of the company's initial registered agent at that address is FRANCIS DeSANTIS.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Amended <sup>and Restated</sup> Articles of Organization of BOLAND AND DESANTIS, LLC.

Executed by the undersigned at South Daytona, Florida on June 20, 2016.

  
DEREK BOLAND  
Member

  
FRANCIS DeSANTIS  
Member

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 OF THE 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:

BOLAND AND DESANTIS, LLC

2. The name and the Florida street address of the registered agent is:

FRANCIS DeSANTIS  
912 Nixon Lane  
Port Orange, FL 32129

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.

Francis DeSantis  
FRANCIS DeSANTIS

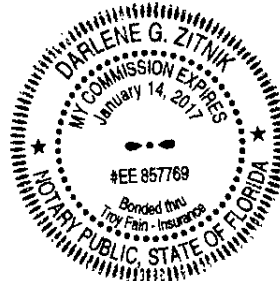
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STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared DEREK BOLAND, known to me to be the person described in, or who produced a Florida driver's license as identification, and who executed the foregoing Amended Articles of Organization and acknowledged before me that he executed the same, and an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 20<sup>th</sup> day of June, 2016.

Darlene G. Zitnik  
Notary Public  
State of Florida at Large  
My Commission Expires:



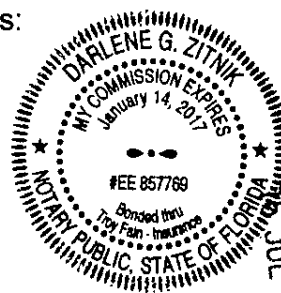
STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared FRANCIS DeSANTIS, known to me to be the person described in, or who produced a Florida driver's license as identification, and who executed the foregoing Amended / Articles of Organization and acknowledged before me that she executed the same, and an oath was taken.

20<sup>th</sup> WITNESS my hand and official seal in the County and State last aforesaid this day of June, 2016.

*Darlene G. Zitnik*

Notary Public  
State of Florida at Large  
My Commission Expires:



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