

Division of Corporations

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SECOND AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

WATSON SLOANE JOHNSON PLLC

a Florida professional limited liability company

THESE SECOND AMENDED AND RESTATED ARTICLES OF ORGANIZATION (the "Amended and Restated Articles") of Watson Sloane Johnson PLLC, a Florida professional limited liability company (the "Company"), are submitted in accordance with the 605.0202 of the Florida Revised Limited Liability Company Act (the "Act") for purposes of amending and restating the Articles of Organization of the Company in their entirety. From and after the date of filing hereof, the Amended and Restated Articles of the Company shall be as set forth in paragraph SECOND below.

FIRST: The information required by Section 605.0202 of the Act is as follows:

- (i) The present name of the limited liability company is "WATSON SLOANE JOHNSON PLLC."
- (ii) The original Articles of Organization of the Company were accepted for filing on and dated effective as of October 9, 2015.
- (iii) These Amended and Restated Articles will take effect at the time and date on which they are accepted for filing by the Florida Department of State.
- (iv) These Amended and Restated Articles have been duly executed and are being filed in accordance with Section 605.0202 of the Act.

SECOND: The Amended and Restated Articles of the Company are as follows:

ARTICLE I

NAME

The name of the limited liability company is "WATSON SLOANE PLLC" (the "Company").

ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street address of the initial principal office of the Company is as follows:

100 S. Orange Avenue, Suite 1000
Orlando, Florida 32801

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent of the Company are as follows:

Jeremy S. Sloane, Esq.
100 S. Orange Avenue, Suite 1000
Orlando, Florida 32801

ARTICLE IV MANAGEMENT

The Company shall be governed by a written operating agreement executed by its members (as amended from time to time, the "Operating Agreement") and shall be managed by a board of managers (the "Managers"). The Managers shall be elected, removed and replaced from time to time solely in accordance with the Operating Agreement of the Company. The names and addresses of the sole Managers of the Company as of the date of filing hereof are as follows:

Brian A. Watson
100 S. Orange Avenue, Suite 1000
Orlando, Florida 32801

Jeremy S. Sloane
100 S. Orange Avenue, Suite 1000
Orlando, Florida 32801

ARTICLE V EFFECTIVE DATE

The effective date of these Amended and Restated Articles shall be the date on which they are accepted for filing by the Florida Department of State.

ARTICLE VI PURPOSE

The purpose for which the Company is organized is for the sole and specific purpose of rendering legal services; *provided, however*, that the foregoing shall not be construed to prohibit the Company from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional services, or engaging in activities ancillary to one or more of the foregoing purposes, all to the extent permitted by the Professional Services Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

ARTICLE VII RESTRICTIONS ON TRANSFER; ADMISSION OF ADDITIONAL OR SUBSTITUTE MEMBERS

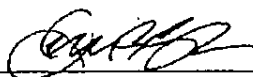
A. Restrictions of Transfer. The Operating Agreement restricts the sale, transfer, pledge, hypothecation, exchange, assignment or other disposition by any means (each, a "Transfer") of the limited liability company membership interests in the Company. Any such Transfer shall be void *ab initio* unless made in strict compliance with the terms and conditions of the Operating Agreement.

B. Admission of Members; Permissible Members. No person or entity shall be admitted as a member of the Company, whether as an additional member, in substitution for another member or as an additional member, except in accordance with the Operating Agreement. The sole permissible members of the Company shall be other professional limited liability companies, professional corporations, or individuals who are themselves duly licensed or otherwise legally authorized to render the same professional services as the Company.

ARTICLE VIII
APPLICABLE LAW

The Company is created pursuant to the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, and shall be governed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Authorized Representative has submitted these Amended and Restated Articles for the purpose of forming the Company as a Florida professional limited liability company.



Jeremy S. Sloane, Authorized Representative

ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of designation as registered agent for the Company:

Having been named as registered agent and to accept service of process for the above-stated limited liability company as the place designated in these Amended and Restated Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605 of the Florida Statutes.



Jeremy S. Sloane

FILED
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