

L15000176057

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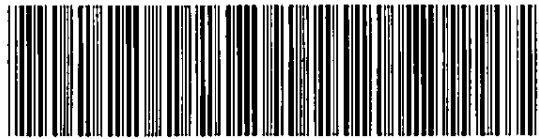
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Filed as a new FL LLC and assigned document
number L18000018294 in error on part of this office.
The filing was intended to be amended and restated
articles for #L15000176057
Record updated 04/19/18 by mmilligan

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file first

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 034982 4381472

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : January 22, 2018

ORDER TIME : 8:40 AM

ORDER NO. : 034982-010

CUSTOMER NO: 4381472

DOMESTIC FILING

NAME: ZOM LUMA HOLDING, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XXX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner - EXT.

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FL 32301

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

ZOM LUMA HOLDING, LLC

The undersigned, as the sole Member of ZOM LUMA HOLDING, LLC, a Florida limited liability company (the "Company"), in accordance with the approval of the sole member of the Company, hereby adopts the following Amended and Restated Articles of Organization, which amend, restate, and supersede in their entirety the Articles of Organization of the Company that were filed with the Florida Department of State on October 15, 2015 and assigned document number L15000176057 and which includes, among other things, a change of the name of the Company from "ZOM Luma Holding, LLC" to "ZOM Luma MWC Partners, LLC".

ARTICLE I - Name:

The name of the limited liability company is ZOM Luma MWC Partners, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 2001 Summit Park Drive, Suite 300, Orlando, Florida 32810.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the operating agreement of the Company (the "Operating Agreement").

ARTICLE IV - Management:

The Company is to be managed by its Members, unless and until one or more managers are elected in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers, if any, shall be elected as described in the Operating Agreement. The name and address of the initial member is:

Name

Address

ZOM Holding, LP

2001 Summit Park Drive, Suite 300
Orlando, Florida 32810

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the approval of the existing Members of the Company holding a majority of the voting interests.

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ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Corporation Service Company, and the street address of the Company's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

[SIGNATURE PAGE TO FOLLOW]

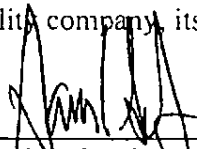
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IN WITNESS WHEREOF, the undersigned sole Member has executed these Articles of Organization as of this 22 day of January, 2018.

SOLE MEMBER:

ZOM HOLDING, LP, a Florida limited partnership

By: ZHLP GP HOLDING, LLC, a Florida limited liability company, its general partner

By: 
Samuel C. Stephens, III, President

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REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is ZOM Luma MWC Partners, LLC.
2. The name and address of the registered agent and office is:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

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.

CORPORATION SERVICE COMPANY

By:



Name:

Roxanne Turner

Asst. Vice President

Title:

Dated this 23 day of January, 2018.

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