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FLORIDA LIMITED LIABILITY CO.
BDNY, LLC

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SECRETARY OF STATE
ALBANY, NEW YORK

**ARTICLES OF ORGANIZATION
OF
BDNY, LLC**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Revised Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is BDNY, LLC (hereafter, the "Company").

ARTICLE 2

Powers

This Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

- (a) sue and be sued, and defend, in its name;
- (b) purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located;
- (c) sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property;
- (d) purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity;
- (e) make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the Company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of

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the Company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the Company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the Company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Company;

- (f) lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment;
- (g) conduct its business, locate offices, and exercise the powers granted by the Act within or without the state of Florida;
- (h) select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit;
- (i) make donations for the public welfare or for charitable, scientific, or educational purposes;
- (j) pay pensions and establish pension plans, pension trust, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members officers, agents, and employees;
- (k) be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (l) make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

ARTICLE 3

Effective Date

This Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

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ARTICLE 4

Mailing Address and Principal Office

The street address of the principal office of the Company is 101 E. Kennedy Boulevard, Suite 2100, Tampa, Florida 33602, and the mailing address is P.O. Box 172117, Tampa, Florida 33672.

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this Company at that address is Corporation Service Company.

ARTICLE 6

Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company are:

Black Diamond Management Services, Inc.
P.O. Box 172117
Tampa, Florida 33672

ARTICLE 7

Indemnification

The Company shall indemnify its managers and members to the fullest extent authorized by law.

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IN WITNESS WHEREOF, the undersigned authorized representative of the member has
executed these Articles of Organization this 18th day of December, 2015.



LESLIE WAGER HUDOCK, Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
BDNY, LLC**

Pursuant to the provisions of Section 605.0113 of the 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: BDNY, LLC.
2. The name and address of the registered agent and office is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned, 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, 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 accept the obligations of its position as registered agent as provided for in Chapter 605, Florida Statutes.

Dated: December 18, 2015.

CORPORATION SERVICE COMPANY

By: Rosemarie Gagliardino
Name: Rosemarie Gagliardino
Title: Assistant Vice President

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